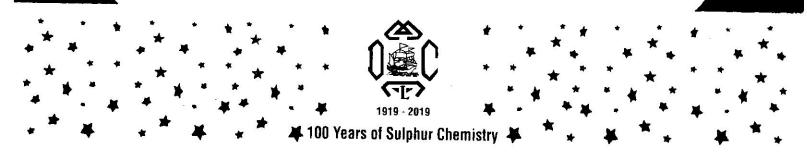
# THE DHARAMSI MORARJI CHEMICAL CO. LTD.



Sec.25/2019/131 20th September, 2019

BSE Limited
Department of Corporate Services,
25<sup>th</sup> Floor, P. J. Towers,
Dalal Street, Mumbai 400 001

Dear Sir,

#### Scrip Code:506405

Sub: Compliance under Regulation 44 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

In compliance with the provisions of the Regulation 44 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we are enclosing herewith voting results (in specified format) in respect of items (1 to 9, Annexure I) of business transacted at the 98<sup>th</sup> Annual General Meeting of the Company held on Friday 20<sup>th</sup> September, 2019 at 11.30 a.m. at The Indian Merchants' Chambers, Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai 400 020 alongwith the report of the scrutinizers viz. SKJ and Associates (Annexure II).

Thanking you,

Yours Fath fully, For The Dharansi Morarji Chemical Co. Ltd.

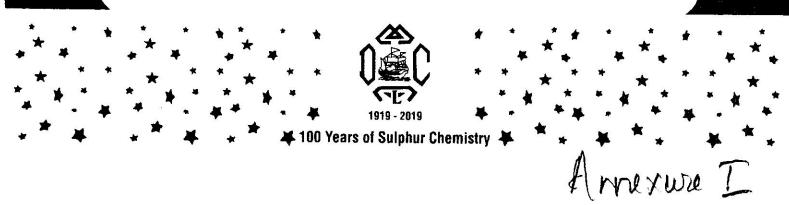
Company Secretary & Compliance Officer

Encl: As above

CIN NUMBER: L24110MH1919PLC000564

REGD. OFFICE: PROSPECT CHAMBERS, 317/21, DR. D. N. ROAD, FORT, MUMBAI - 400 001. INDIA. PHONES: 2204 8881-2-3 | Fax: 2285 2232 | E-mail ID: info@dmcc.com | Website: www.dmcc.com





# 98th Annual General Meeting Voting Results

Date of the AGM	20th September, 2019
Total number of shareholders on record date	16322
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter group	16
• Public	111
No. of Shareholders attended the meeting through Video Conferencing	No arrangement was
Promoter and Promoter group	made for VC
• Public	20 SE OF 2005 28 600

FOR THE DHADAT OF MUNICIPAL CHEMICAL CO. LTD.

COMPANY SECRETARY

#### CIN NUMBER: L24110MH1919PLC000564

REGD. OFFICE: PROSPECT CHAMBERS, 317/21, DR. D. N. ROAD, FORT, MUMBAI - 400 001. INDIA. PHONES: 2204 8881-2-3 | Fax: 2285 2232 | E-mail ID: info@dmcc.com | Website: www.dmcc.com

			he Dhara	The Dharamsi Morarji Co. Limited	So. Limite	0		
		900	1 - To receive,	1 - To receive, consider and adopt the audited financial statements of the Company for the Financial Year	he audited fina	ncial statemen	ts of the Company for	the Financial Year
Resolution Required: (Ordinary)	inary)		ended 31st Ma	ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.	vith the Report	s of the Board o	of Directors and the A	uditors thereon.
Whether promoter/ promoter group are interested in the agenda/resolution?	oter group are i	nterested in				ON		
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	- in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[2]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		0	00000	0	0	0.0000	0.0000
Promoter and Promoter	Poll		13228675	99.5487	13228675	0	100.0000	0.0000
Group		13288650						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		13228675	99.5487	13228675	0	100.0000	0.0000
	E-Voting		0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	00000	0.0000
Public Institutions		423515						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
	E-Voting		49930	0.4447	49629	301	99.3972	0.6028
	Poll		34365	0.3061	34365	0	100.0000	0.0000
Public Non Institutions		11227768						
	Postal Ballot	-	0	0.0000	0	0	0.0000	0.0000
	Total	8	84295	0.7508	83994	301	99.6429	0.3571
Total		24939933	13312970	53.3801	13312669	301	7266.66	0.0023

FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.

D. F. GOKHALE

COMPANY SECHETARY

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ion	r with the Report of the Auditors thereon	vith the Report	019, together w	Financial Year ended 31st March, 2019, together	Financial Year		inary)	Resolution Required : (Ordinary)
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	8	0.	Co. Limited	The Dharamsi Morarji Co. Limit	he Dhara			
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D. T. GOKHALE
COMPANY SECRETARY

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Dallod caros in	[6]-[[7][7]]+100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
On votes policy	polled	-Against	- in favour		polled	Silar es rield		
% of Votes against	favour on votes	No. of Votes	No. of Votes No. of Votes	on outstanding	No. of votes	No. of		
	% of Voter in			% of Votes Polled			Voting	
							Mode of	Category
		O						the agenda/resolution?
		March, 2019.	ended 31st M.	, Surificial year ended 31st		interested in	oter group are	Whether promoter/ promoter group are interested in
/ share (face value of	of Rs. 1.00 per equity	019)' dividend	Kear (1919 to 2	(b) to declare a 'Special Centenary Year (1919 to 2019)' dividend of Rs. 1.00 per equity share (face value of	(b) to declare		dinary)	Resolution Required : (Ordinary)
December, 2018 and already paid to shareholders on 3rd January, 2019, be considered as final dividend for the financial year ended 31st March, 2019, and	of Rs.10/- each) decla y, 2019, be considere	on 3rd January	o shareholders h, 2019, and	December, 2018 and already paid to shareholders on 3rd January, 2019, be considered as final d the financial year ended 31st March, 2019, and	December, 20 the financial y			
				n dividend of Book of	(a) the interim			
		ted	o. Limite	Co. Limi				
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POR THE DHARAMSI MORARJI CHEMICAL CO. UTD.

D. T. GOKHALE COMPANY SECRETARY

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		. c-appointment				interested in	oter group are	Whether promoter/ promoter group are interested in
79174), who retires	idas (holding DIN 028	mikumar Gocul	f Ms Mitika Lax	4 - To appoint a Director in place of Ms Mitika Laxmikumar Goculdas (holding DIN 02879174), who retires by rotation, and being eligible, offers herself for reasonables.	4 - To appoin by rotation, a		dinary)	Resolution Required : (Ordinary)
		2	Co. Limited	The Dharamsi Morarii Co. Limit	The Dhara			
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FOR THE DHARAMSI NORARJI CHEMICAL CO. LTD.

D. F. GOKHALE COMPANY SECRETARY

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m the conclusion of st AGM of the ler and, if thought fit,	tors of the company, holding office from the conclusi company till the conclusion of the 101st AGM of the nuneration and in this regard, to consider and, if thouse the constant in this regard, to consider and the conclusion.	s of the compai mpany till the or neration and in	tutory Auditor AGM) of the co fix their remur an Ordinary Re	5 - To ratify the appointment of Statutory Auditors of the company, holding office from the conclusion of the 96th Annual General Meeting (AGM) of the company till the conclusion of the 101st AGM of the company to be held in 2022 and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution	5 - To ratify the 96th Annu company to be to pass the fo		linary)	Resolution Required : (Ordinary)
		٩	o. Limited	i ne Dharamsi Morarji Co. Limit	ine phara			
					7.5			70.00

D. DOKHALE
COMPANY SECRETARY

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		ä	Co. Limited	he Dharamsi Morarji Co. Limi	The Dhara			





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Resolution Required : (Special)	cial)		8 - Special Res	solution for Annaintm	ent of Chri An			
Whether promoter/ promoter group are interested in	oter group are	interested in		NO		NO Washing N	etkar as an independ	lent Director
נויב מפנוממ/ ובאטותנוטת?						2		
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Group		13288650					200000	0.0000
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	Total		13228675	99.5487	13228675	0	100.0000	0.000
_	E-voting		0	0.0000	0	0	0.0000	0,000
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DOT GOKHALE COMPANY SECRETARY

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			nuneration	9 - Ratification of Cost Auditor's Remuneration	9 - Ratification		nary)	Resolution Required : (Ordinary)
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FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.

D. COMPANY SECRETARY

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# SKJ & ASSOCIATES

COMPANY SECRETARIES

21A, 2nd Floor, Shankar Seth Building, 382, J. S. S. Road, Chira Bazar, Mumbai – 400 002.

Tel.: 2203 7706

skjandassociates@gmail.com

Annex wre II

Consolidated Scrutinizer's Report on Remote e-Voting and voting through physical ballot conducted at the 98th Annual General Meeting of The Dharamsi Morarji Chemical Company Limited held on September 20, 2019.

To
The Chairman
The Dharamsi Morarji Chemical Company Limited
Prospect Chambers 317/21,
D N Road Fort Mumbai - 400001

98th Annual General Meeting of the Members of The Dharamsi Morarji Chemical Company Limited held on Friday, the 20th day of September, 2019 at 11.30 A.M. at Indian Merchants' Chamber, Conference Hall (Walchand Hirachand Hall), IMC Marg, Churchgate, Mumbai-400020.

#### Dear Sir,

The Board of Directors of **The Dharamsi Morarji Chemical Company Limited** (the Company) at its meeting held on August 13, 2019 has appointed me as the "Scrutinizer" to scrutinize Remote e-voting process as well as the physical ballots received from the Members of the Company at the venue of the Annual General Meeting (AGM) pursuant to Section 108 of the Companies Act, 2013("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by ICSI, relating to Remote e-voting and physical ballot voting on the resolutions contained in the notice of the 98th AGM of the Members of the Company dated August 13, 2019. My responsibility is to scrutinize and ensure that the voting done through Remote e-voting and physical ballot is done in a fair and transparent manner and to make a consolidated Scrutinizer's Report of the votes cast "in favour" or "against" on the resolutions as specified in the Notice of AGM dated August 13, 2019 based on the reports generated from the Remote e-voting system provided by Central Depository Services (India) Limited (CDSL/ Service Provider), the authorized agency to provide e-voting facility and voting conducted at the venue of the AGM. I hereby submit my report as under:

1. The Company had appointed CDSL as the Service Provider, for extending the facility of Remote e-Voting to the Members of the Company. M/s Link Intime India Pvt Ltd is the Registrar and Share Transfer Agents (RTA) of the Company.

- 2. CDSL has provided a system for recording the votes of the Members electronically on all the items of the business (Ordinary and Special) sought to be transacted in the 98th AGM of the Company which was held on Friday, September 20, 2019.
- 3. The Cut-off date for the purpose of identifying Members who were entitled to vote on resolutions was considered as September 11, 2019.
- 4. As prescribed in Rule 20(4)(v) of Companies (Management and Administration) Rules, 2014 as amended, the Company had released notice through newspaper Advertisement.
- 5. In terms of the Clause (vi) of the Sub Rule 4 of the Rule 20 of Companies (Management and Administration) Rules, 2014 the Remote e-Voting facility was kept open for 3 (Three) days i.e. from Tuesday 17<sup>th</sup> September 2019 at 09:00 A.M. and ends on Thursday 19<sup>th</sup> September, 2019 at 05:00 P.M.(IST).
- 6. At the end of the voting period on Thursday 19th September, 2019 at 05:00 P.M., the voting portal of the Service Provider was blocked forthwith.
- 7. At the venue of the 98th AGM of the Company held on September 20, 2019, the facility to vote through Ballot Paper had been provided to facilitate those members present in the meeting but could not participate in the Remote e-Voting to cast their votes.
- 8. On September 20, 2019 after counting of the votes casted at the venue of the AGM through ballot paper, the votes cast through Remote e-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Navita Choudhary and Ms. Shraddha Kelaskar who acted as the witnesses, as prescribed in Sub-Rule 4(xii) of the said Rule 20.
- 9. The empty ballot box kept for the purpose of casting of votes was sealed in my presence with due identification mark placed by me. After the voting at the AGM was concluded the sealed ballot box was subsequently opened in my presence and of the two witnesses, as mentioned above and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorisations/ proxies lodged with the Company.
- 10. The details of the Consolidated Results of the Remote e-Voting together with voting conducted at venue of the AGM by way of Ballot Papers are as under:

Details	Remote e- Voting	Voting through Ballot Paper	Total Voting
Number of Members who cast their votes	25	59	84
Total number of Shares held by them	49951	13263104	13313055
Valid votes	13312991		186

2

64

**Invalid Votes** 

Note: Percentage of votes cast "in favour" or "against" the resolutions is calculated based on the valid votes cast through Remote e-voting or physical voting.

# Item No. 1 (Ordinary Resolution)

To receive, consider and adopt the audited financial statements of the Company for the Financial Year ended 31st March, 2019, together with the Reports of the Board of Directors and the Auditors thereon.

Manner of Voting	Votes in fav resolution	our of the	Votes Resolutio	against n	Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote e-	49629	99.3972	301	0.6028	21
Voting		22.27 (1979)	IN SOCIAL		
Physical	13263040	100	0	0	64
Voting					
Total	13312669	99.9977	301	0.0023	85

#### Item No. 2 (Ordinary Resolution)

To receive, consider and adopt the audited Consolidated financial statements of the Company for the Financial Year ended 31st March, 2019, together with the Report of the Auditors thereon.

Manner of Voting	Votes in f the resoluti		of Votes against In Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote e- Voting	49650	99.3974	301	0.6026	0
Physical Voting	13263040	100	0	0	64
Total	13312690	99.9977	301	0.0023	64

#### Item No. 3 (Ordinary Resolution)

#### To confirm:

- (a) the Interim dividend of Rs. 0.50 per equity share (face value of Rs.10/- each) declared on 7th December, 2018 and already paid to shareholders on 3rd January, 2019, be considered as final dividend for the financial year ended 31st March, 2019, and
- (b) to declare a 'Special Centenary Year (1919 to 2019)' dividend of Rs. 1.00 per equity share (face value of Rs. 10/- each) for the financial year ended 31st March, 2019.

Manner of Voting	Votes in fa		of Votes against In Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote e- Voting	49950	99.9980	1	0.0020	0
Physical Voting	13263040	100	0	0	64
Total	13312990	100	1	0.00	64

# Item No. 4 (Ordinary Resolution)

Appointment of Director in place of Ms Mitika Laxmikumar Goculdas (holding DIN 02879174), who retires by rotation, and being eligible, offers herself for reappointment.

Manner of Voting	Votes in f the resoluti				Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote e- Voting	49553	99.2032	398	0.7968	0
Physical Voting	13263040	100	0	0	64
Total	13312593	99.9970	398	0.0030	64

# Item No. 5 (Ordinary Resolution)

To ratify the appointment of Statutory Auditors of the company, holding office from the conclusion of the 96th Annual General Meeting (AGM) of the company till the conclusion of the 101st AGM of the company to be held in 2022 and to fix their remuneration and in this regard, to consider and, if thought fit, to pass the following resolution as an ordinary resolution.

Manner of Voting	Votes in favour of the resolution		Votes against Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote e- Voting	49574	99.2453	377	0.7547	0
Physical Voting	13263040	100	0	0	64
Total	13312614	99.9972	377	0.0028	64

### Item No. 6 (Special Resolution)

Special Resolution for appointment of Shri Haridas Tricumdas Kapadia as an Independent Director.

Manner of	Votes in f	tes in favour of Votes agains		against	Invalid/Abstain	
Voting	the resolution		Resolution		Votes	
-	Nos.	%	Nos.	%	Nos.	
Remote e-	49553	99.2032	398	0.7968	0	

Voting					
Physical	13263040	100	0	0	64
Voting					
Total	13312593	99.9970	398	0.0030	64

# Item No. 7 (Special Resolution)

Special Resolution for appointment of Shri Madhu Thakorlal Ankleshwaria as an Independent Director.

Manner of Voting	Votes in f the resoluti		of Votes against Inv Resolution		Invalid/Abstain Votes
	Nos.	%	Nos.	%	Nos.
Remote e- Voting	49574	99.2453	377	0.7547	0
Physical Voting	13263040	100	0	0	64
Total	13312614	99.9972	377	0.0028	64

# Item No. 8 (Special Resolution)

Special Resolution for appointment of Shri Arvind Wasudeo Ketkar as an Independent Director.

Manner of Voting	Votes in f the resoluti		Votes against Resolution		Invalid/Abstain Votes	
	Nos.	%	Nos.	%	Nos.	
Remote e- Voting	49553	99.2032	398	0.7968	0	
Physical Voting	13263040	100	0	0	64	
Total	13312593	99.9970	398	0.0030	64	

# Item No. 9 (Ordinary Resolution)

Ordinary Resolution for Ratification of Cost Auditor's Remuneration.

Manner of Voting	Votes in f	avour of on	of Votes agains Resolution		Invalid/Abstain Votes	
	Nos.	%	Nos.	%	Nos.	
Remote e- Voting	49574	99.2453	377	0.7547	0	
Physical Voting	13263040	100	0	0	64	
Total	13312614	99.9972	377	0.0028	64	

All the Resolutions mentioned in the 98th AGM Notice dated August 13th, 2019 as per the details above stand passed under Remote e-Voting and voting conducted at AGM by way 30

of Ballot Papers with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that, I am maintaining the Registers/records received from the Service Provider electronically and RTA in respect of the votes cast through Remote e-voting and voting conducted at the AGM by way of Ballot Papers by the Members of the Company. The Ballot Papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping, after the Chairman signs the Minutes of the 98thAGM.

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Thanking You, Yours truly,

Satish Kumar Jain

**Practicing Company Secretary** 

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Date: 20.09.2019 Place: Mumbai FOR THE DHARAMSI MORARJI CHEMICAL CO. LTD.

Sd.

To be counter signed by the Chairman

WITNESSES:

Navita Choudhary

Shraddha Kelaskar