



DCM SHRIRAM

BSE Limited Phiroze JeeJeeBhoy Towers, Dalal Street, Mumbai – 400 001	National Stock Exchange of India Ltd., “Exchange Plaza”, 5 th Floor, Plot No. C-1, G Block, Bandra-Kurla Complex, Bandra (E) Mumbai: 400 051
SCRIP CODE: 523367	SCRIP CODE: DCMSHRIRAM

Kind Attn: Department of Corporate Communications/ Head Listing Department

Sub: Disclosure of Voting Results of the 27th Annual General Meeting of the Company held on August 9, 2016 pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015

Dear Sir(s),

Pursuant to Regulation 44(3) of the SEBI (LODR), Regulations, 2015, details of the Voting Results (i.e. e-voting and poll) of the 27th Annual General Meeting (AGM) of DCM Shriram Limited, held on Tuesday, the 9th August, 2016 at 10 A.M. at Air Force Auditorium, Subroto Park, New Delhi are enclosed in the prescribed format along with the Consolidated Scrutinizers' Report.

Further, we also inform that all the resolutions as set out in notice convening the said AGM have been passed by the Members with the requisite majority.

This may also be considered as compliance of Regulation 30 of the SEBI (LODR) Regulations, 2015.

Thanking you,

Yours faithfully
For DCM Shriram Limited

(Sameet Gambhir)
Company Secretary



Dated: 10.8.2015

Encl.: As above

DCM SHRIRAM LTD.

Registered and Corporate Office: 1st Floor, Kanchenjunga Building, 18 Barakhamba Road, New Delhi - 110001, India
Tel: +91 11 23316801 Fax: +91 11 23318072 e-mail: response@dcmshriram.com website: www.dcmshriram.com
CIN No. L74899DL1989PLC034923 • (Formerly DCM Shriram Consolidated Ltd.)

Voting Results of AGM

Details of poll at AGM and e-voting results as per regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the following resolution:	
Date of the AGM	09.08.2016
Total number of shareholders on record date	41,887
No. of shareholders present in the meeting either in person or through Proxy: Promoters and Promoter Group: Public:	60
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public:	N.A.

1. Ordinary Resolution: Consider and adopt :

(a) the audited financial statements of the Company for the financial year ended 31st March, 2016; the reports of the Board of Directors and Auditors thereon; and
(b) the audited consolidated financial statements of the Company for the financial year ended 31st March 2016;

Whether promoter/ promoter group are interested in the Agenda/resolution

Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares $(3) = (2)/(1) * 100$	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled $(6) = (4)/(2) * 100$	% of votes against on Votes Polled $(7) = (5)/(2) * 100$	No	
Promoters and Promoter Group	E-voting		103,684,584	99.9429	10,36,84,584	(5)	100.0000	0.0000		
	Poll	103,743,794	0	0.0000	0	0	0.0000	0.0000		
	Total		103,684,584	99.9429	10,36,84,584	0	100.0000	0.0000	0.0000	
Public-Institutions	E-voting		16,588,588	84.1286	16,588,588	0	100.0000	0.0000		
	Poll	19,718,129	0	0.0000	0	0	0.0000	0.0000		
	Total		16,588,588	84.1286	16,588,588	0	100.0000	0.0000	0.0000	
Public-Non Institutions	E-voting		117,996	0.3029	117,916	80	99.9322	0.0678		
	Poll	38,954,214	3,861	0.0099	3,492	369	90.4429	9.5571		
	Total		121,857	0.3128	121,408	449	99.6315	0.3685		
Total		162,416,137	120,395,029	74.1275	12,03,94,580	449	99.9996	0.0004		



2. Ordinary Resolution: Declaration of Final dividend and to note the payment of interim Dividends on Equity Shares for the financial year 2015-16 ;

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll	103,743,794	103,684,584	99.9429	10,36,84,584	0	100.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-voting	19,718,129	103,684,584	99.9429	10,36,84,584	0	100.0000	0.0000
	Poll		16,666,015	84.5213	16,666,015	0	100.0000	0.0000
	Total		16,666,015	84.5213	16,666,015	0	100.0000	0.0000
Public-Non Institutions	E-voting		117,996	0.3029	117,916	80	99.9322	0.0678
	Poll	38,954,214	3,861	0.0099	3,492	369	90.4429	9.5571
	Total		121,857	0.3128	121,408	449	99.6315	0.3685
Total		162,416,137	120,472,456	74.1752	12,04,72,007	449	99.9996	0.0004

3. Ordinary Resolution: Re-appointment of Shri K.K. Kaul (DIN: 00980318) Director who retires by rotation;

Whether promoter/ promoter group are interested in the Agenda/resolution							No	
Category	Mode of Voting	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll	103,743,794	103,684,584	99.9429	10,36,84,584	0	100.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-voting	19,718,129	103,684,584	99.9429	10,36,84,584	0	100.0000	0.0000
	Poll		16,666,015	84.5213	16,629,161	36,854	99.7789	0.2211
	Total		16,666,015	84.5213	16,629,161	36,854	99.7789	0.2211
Public-Non Institutions	E-voting	38,954,214	116,716	0.2996	116,615	101	99.9135	0.0865
	Poll		3,861	0.0099	3,492	369	90.4429	9.5571
	Total		120,577	0.3095	120,107	470	99.6102	0.3898
Total		162,416,137	120,471,176	74.1744	12,04,33,852	37,324	99.9690	0.0310



4. Ordinary Resolution: Re-appointment of Shri Sharad Shrivastva (DIN: 01271854) Director who retires by rotation;

Category	Mode of Voting	No. of shares held	Whether promoter/ promoter group are interested in the Agenda/resolution				No	
			No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll	103,743,794	0	99.9429	10,36,84,584	0	100.0000	0.0000
	Total		103,684,584	99.9429	10,36,84,584	0	100.0000	0.0000
Public-Institutions	E-voting	19,718,129	16,666,015	84.5213	15,030,460	16,35,555	90.1863	9.8137
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		16,666,015	84.5213	15,030,460	16,35,555	90.1863	9.8137
Public-Non Institutions	E-voting	38,954,214	116,976	0.3003	116,515	461	99.6059	0.3941
	Poll		3,861	0.0099	3,492	369	90.4429	9.5571
	Total		120,837	0.3102	120,007	830	99.3131	0.6869
Total		162,416,137	120,471,436	74.1745	11,88,35,051	16,36,385	98.6417	1.3583

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5. Ordinary Resolution: Appointment of Auditors and authority to fix their Remuneration;

Category	Mode of Voting	No. of shares held	Whether promoter/ promoter group are interested in the Agenda/resolution				No	
			No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	% of votes against on Votes Polled
Promoters and Promoter Group	E-voting	(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100
	Poll	103,743,794	0	0.0000	10,36,84,584	0	100.0000	0.0000
	Total		103,684,584	99.9429	10,36,84,584	0	100.0000	0.0000
Public-Institutions	E-voting	19,718,129	16,412,574	83.2360	15,593,927	8,18,647	95.0121	4.9879
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		16412574	83.2360	15,593,927	8,18,647	95.0121	4.9879
Public-Non Institutions	E-voting	38,954,214	117,994	0.3029	117654	340	99.7118	0.2882
	Poll		3,861	0.0099	3,492	369	90.4429	9.5571
	Total		121,855	0.3128	121,146	709	99.4182	0.5818
Total		162,416,137	120,219,013	74.0191	11,93,99,657	8,19,356	99.3185	0.6815



6. Ordinary Resolution: - Ratification of Remuneration to Cost Auditors of the Company for the financial year 2016-17;

Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters and Promoter Group	E-voting Poll	103,743,794	103,684,584	99.9429	10,36,84,584	0	100.0000	0.0000	
	Total		103,684,584	99.9429	10,36,84,584	0	100.0000	0.0000	
Public-Institutions	E-voting Poll	19,718,129	16,666,015	84.5213	16,666,015	0	100.0000	0.0000	
	Total		16,666,015	84.5213	16,666,015	0	100.0000	0.0000	
Public-Non Institutions	E-voting Poll	38,954,214	117,996	0.3029	117,916	80	99.9322	0.0678	
	Total		3,861	0.0099	3,492	369	90.4429	9.5571	
Total		162,416,137	120,472,456	74.1752	121,408	449	99.6315	0.3685	0.0004

7. Special Resolution: Increase in the number of maximum Directors on the Board of the Company upto 18 Directors;

Whether promoter/ promoter group are interested in the Agenda/resolution									
Category	Mode of Voting	No. of shares held	No of Votes Polled	% of Votes Polled on Outstanding Shares	No. of Votes in Favour	No. of Votes Against	% of votes in favour on Votes Polled	No	% of votes against on Votes Polled
		(1)	(2)	(3)=(2)/(1)*100	(4)	(5)	(6)=(4)/(2)*100	(7)=(5)/(2)*100	
Promoters and Promoter Group	E-voting Poll	103,743,794	103,684,584	99.9429	10,36,84,584	0	100.0000	0.0000	
	Total		103,684,584	99.9429	10,36,84,584	0	100.0000	0.0000	
Public-Institutions	E-voting Poll	19,718,129	16,666,015	84.5213	16,401,150	2,64,865	98.4107	1.5893	
	Total		16,666,015	84.5213	16,401,150	2,64,865	98.4107	1.5893	
Public-Non Institutions	E-voting Poll	38,954,214	117,496	0.3016	115,985	1511	98.7140	1.2860	
	Total		3,861	0.0099	3,492	369	90.4429	9.5571	
Total		162,416,137	120,471,956	74.1749	119,477	1880	98.4509	1.5491	0.2214



SANJAY GROVER & ASSOCIATES

COMPANY SECRETARIES

B-88, 1ST Floor, Defence Colony, New Delhi - 110 024
Tel. : (011) 4679 0000, Fax : (011) 4679 0012
e-mail : contact@cssanjaygrover.in
website : www.cssanjaygrover.in

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To,

THE CHAIRMAN

DCM SHRIRAM LIMITED

(CIN: L74899DL1989PLC034923)

1st Floor, Kanchenjunga Building,

18, Barakhamba Road, New Delhi-110001

Dear Sir,

I, Sanjay Grover, Practicing Company Secretary, Managing Partner of M/s Sanjay Grover & Associates, Company Secretaries having my office at B-88, First Floor, Defence Colony, New Delhi-110024, was appointed as Scrutinizer for the purpose of scrutinizing Annual General Meeting (AGM) voting process, i.e. remote e-Voting and voting through ballot paper (Poll) at AGM, under the provisions of Section 108 of the Companies Act, 2013 read with amended Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended till date) on the resolution(s) mentioned in Notice dated May 10, 2016 for 27th AGM of the Equity Shareholders of the Company held on Tuesday, 09th day of August 2016 at 10:00 A.M. at Air Force Auditorium, Subroto Park, New Delhi - 110010.



I submit my report as under:-

1. The remote e-voting period commenced on Saturday, August 06, 2016 at 09:00 A.M. and ended on Monday, August 08, 2016 at 05:00 P.M. on the designated website via NSDL e-Voting Platform.
2. The Shareholders of the Company as on the "cut off" date i.e. Tuesday, August 02, 2016 were entitled to avail the facility of remote e-voting as well as voting through polling papers at the AGM on the proposed resolutions (item no. 1 to 7) as set out in the Notice dated May 10, 2016.
3. The total paid up Equity Share Capital of the Company as on August 02, 2016 was Rs. 32,48,32,274/- (Rupees Thirty Two Crores Forty Eight Lacs Thirty Two Thousand Two Hundred and Seventy Four Only) divided into 16,24,16,137 (Sixteen Crores Twenty Four Lacs Sixteen Thousand One Hundred and Thirty Seven) equity shares of Rs. 2/- (Rupees Two Only) each.
4. Poll was conducted at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended up to date.
5. Two ballot boxes were kept for polling and the ballot boxes were locked in my presence.
6. After completion of Poll at the AGM at 11:15 A.M. the Ballot boxes were opened in my presence and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was prepared containing the particulars of the shareholders who participated in poll at AGM.
7. The ballots, which were incomplete and/or which were otherwise found defective or if signature of any shareholder did not match with the records have been treated as invalid and were kept separately.



8. After completion of poll at the AGM, the votes cast through remote e-voting were unblocked in the presence of two witnesses Geetika Bisht R/o E- 154, Amar Colony, Lajpat Nagar- IV, New Delhi- 110024 and Geetu Hasija R/o 324, Flat No. 11, Masjid Moth, South Extension- 2, New Delhi- 110059 who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.


Geetika Bisht


Geetu Hasija

9. The consolidated summary of results of remote e-voting and poll at AGM are as under:

a. **Resolution No. 1** Consider and adopt :

- (a) the audited financial statements of the Company for the financial year ended 31st March, 2016, the reports of the Board of Directors and Auditors thereon; and
(b) the audited consolidated financial statements of the Company for the financial year ended 31st March, 2016;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,492	12,03,91,088	12,03,94,580	99.9996
Dissent	369	80	449	0.0004
Total	3,861	12,03,91,168	12,03,95,029	100.0000

Therefore, the resolution No. 1 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure- A.



- b. **Resolution No. 2-** Declaration of Final dividend and to note the payment of interim Dividends on Equity Shares for the financial year 2015-16;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,492	12,04,68,515	12,04,72,007	99.9996
Dissent	369	80	449	0.0004
Total	3,861	12,04,68,595	12,04,72,456	100.0000

Therefore, the resolution No. 2 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure B**.

- c. **Resolution No. 3-** Re-appointment of Shri K.K. Kaul (DIN: 00980318) Director who retires by rotation;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,492	12,04,30,360	12,04,33,852	99.9690
Dissent	369	36,955	37,324	0.0310
Total	3,861	12,04,67,315	12,04,71,176	100.0000

Therefore, the resolution No. 3 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure C**.



- d. **Resolution No. 4-** Re-appointment of Shri Sharad Shrivastva (DIN: 01271854) Director who retires by rotation;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,492	11,88,31,559	11,88,35,051	98.6417
Dissent	369	16,36,016	16,36,385	1.3583
Total	3,861	12,04,67,575	12,04,71,436	100.0000

Therefore, the resolution No. 4 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-D.

- e. **Resolution No. 5-** Appointment of Auditors and authority to fix their Remuneration;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,492	11,93,96,165	11,93,99,657	99.3184
Dissent	369	8,18,987	8,19,356	0.6816
Total	3,861	12,02,15,152	12,02,19,013	100.0000

Therefore, the resolution No. 5 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in Annexure-E.



- f. **Resolution No. 6-** Ratification of Remuneration to Cost Auditors of the Company for the financial year 2016-17;

Ordinary Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,492	12,04,68,515	12,04,72,007	99.9996
Dissent	369	80	449	0.0004
Total	3,861	12,04,68,595	12,04,72,456	100.0000

Therefore, the resolution No. 6 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-F**.

- g. **Resolution No. 7-** Increase in the number of maximum Directors on the Board of the Company upto 18 Directors;

Special Resolution				
Particulars	Number of Valid Votes			Percentage
	Poll	e-Votes	Total	
Assent	3,492	12,02,01,719	12,02,05,211	99.7786
Dissent	369	2,66,376	2,66,745	0.2214
Total	3,861	12,04,68,095	12,04,71,956	100.0000

Therefore, the resolution No. 7 has been approved with requisite majority. Details of poll at AGM & remote e-voting are given in **Annexure-G**.



10. The register and all other papers relating to voting by electronic means shall remain in the safe custody of the Scrutinizer until the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall hand over the register and other related papers to the company.

Thank you,

**For SANJAY GROVER & ASSOCIATES
COMPANY SECRETARIES**



Sanjay Grover
Scrutinizer
CP No 3850



August 10, 2016
New Delhi

Countersigned by



Chairman

August 10, 2016
New Delhi

Details of poll at AGM & remote e-voting for Resolution No.-1 are as under:

A1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	50	5,489	10,978	0.0034
b) Less: Invalid Votes	9	1,628	3,256	0.0010
c) Net Valid votes cast	41	3,861	7,722	0.0024
d) Votes with assent for the Resolution	30	3,492	6,984	0.0022
e) Votes with dissent for the Resolution	11	369	738	0.0002

A2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	99	12,03,91,168	24,07,82,336	74.1251
(b) Votes with Assent	97	12,03,91,088	24,07,82,176	74.1251
(c) Votes with dissent	2	80	160	0.0000



Annexure - B

Details of poll at AGM & remote e-voting for Resolution No.-2 are as under:

B1. VOTING THROUGH POLL:

Particulars	No. of voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
a) Total votes received	50	5,489	10,978	0.0034
b) Less: Invalid Votes	9	1,628	3,256	0.0010
c) Net Valid votes cast	41	3,861	7,722	0.0024
d) Votes with assent for the Resolution	30	3,492	6,984	0.0022
e) Votes with dissent for the Resolution	11	369	738	0.0002

B2. VOTING THROUGH REMOTE E-VOTING:

Particulars	No. of e-voters	No. of Equity Shares	Paid-up value of the Equity Shares	% of Total Paid-up Equity Capital
			(In Rs.)	(Approx.)
(a) Net Valid Votes	100	12,04,68,595	24,09,37,190	74.1728
(b) Votes with Assent	98	12,04,68,515	24,09,37,030	74.1728
(c) Votes with dissent	2	80	160	0.0000

