

DK/  
July 1, 2016

To,  
Department of Corporate Service,  
The Stock Exchange, Mumbai,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 023.

Dear Sir/ Madam,

**Sub: Results of Postal Ballot declared on July 1, 2016**

With reference to letter dated May 19, 2016 seeking the consent of the members by way of special resolution vide postal ballot/ electronic voting with respect to the following items of business:

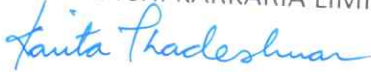
1. To borrow an amount which may exceed the aggregate of the paid up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 150 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.
2. To create charge/mortgage/ hypothecation/lien/pledge on the movable/ immovable property of the Company, provided that the total amount, shall not, at any time exceed Rs. 150 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

In connection with the above and pursuant to Regulation 44(3) of SEBI Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that Resolutions 1 and 2 mentioned in the aforesaid notice have been passed by the members of the Company by requisite majority.

Please find enclosed the voting results along with scrutinizer's report.

Thanking you,

Yours faithfully,  
For DAI-ICHI KARKARIA LIMITED



Kavita Thadeshwar  
Company Secretary

Encl: as above

**Postal Ballot Voting Results**  
Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of Postal Ballot	July 01, 2016 (for Notice dated May 14, 2016)
Total number of shareholders on record date (i.e. May 20, 2016 being cut off date for voting purposes)	5241 shareholders
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public	Not Applicable

**Agenda No. 1- To borrow an amount which may exceed the aggregate of the paid up capital of the Company and its free reserves of the Company**

Resolution required: (Ordinary/ Special)		Special Resolution						
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
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter group	E-voting	4745639	4745139	99.99	4745139	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>4745639</b>	<b>4745139</b>	<b>99.99</b>	<b>4745139</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	1600	0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>1600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	2703990	2167	0.08	2151	16	99.26	0.74
	Postal Ballot		8164	0.30	7759	405	95.04	4.96
	<b>Total</b>	<b>2703990</b>	<b>10331</b>	<b>0.38</b>	<b>9910</b>	<b>421</b>	<b>95.92</b>	<b>4.08</b>
<b>Total</b>		<b>7451229</b>	<b>4755470</b>	<b>63.82</b>	<b>4755049</b>	<b>421</b>	<b>99.99</b>	<b>0.01</b>



Agenda No. 2 - To create charge/mortgage/ hypothecation/lien/pledge on the movable/ immovable property of the Company

Resolution required: (Ordinary/ Special)		Special Resolution						
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 (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
		1	2		4	5		
Promoter and Promoter group	E-voting	4745639	4745139	99.99	4745139	0	100	0
	Postal Ballot		0	0	0	0	0	0
	<b>Total</b>	<b>4745639</b>	<b>4745139</b>	<b>99.99</b>	<b>4745139</b>	<b>0</b>	<b>100</b>	<b>0</b>
Public Institutions	E-voting	1600	0	0	0	0	0	0
	Postal Ballot	1600	0	0	0	0	0	0
	<b>Total</b>	<b>1600</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Public Non-Institutions	E-voting	2703990	2167	0.08	2151	16	99.26	0.74
	Postal Ballot	2703990	8164	0.30	7959	205	97.49	2.51
	<b>Total</b>	<b>7451229</b>	<b>10331</b>	<b>0.38</b>	<b>10110</b>	<b>221</b>	<b>97.86</b>	<b>2.14</b>
<b>Total</b>			<b>4755470</b>	<b>63.82</b>	<b>4755249</b>	<b>221</b>	<b>99.99</b>	<b>0.01</b>



**SCRUTINIZER'S REPORT ON POSTAL BALLOT**

**CONDUCTED BY DAI-ICHI KARKARIA LTD.**

**PURSUANT TO NOTICE DATED**

**14<sup>TH</sup> MAY, 2016**

**VIJAY SONONE**

**Alwyn Jay & Co.**

**Company Secretaries**

**Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.**

**Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-401107 ; Tel:022-28125781 ; Mob: 09930021463**

**Email :[vijaysonone@gmail.com](mailto:vijaysonone@gmail.com) Website:[www.alwynjay.com](http://www.alwynjay.com)**

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**VIJAY SONONE**  
**Alwyn Jay & Co.**  
**Company Secretaries**

Annex-103, Dimple Arcade, Asha Nagar, Kandivali (East), Mumbai 400101.

Branch Office: B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-401107 ; Tel:022-28125781 ; Mob: 09930021463  
Email : [vijaysonone@gmail.com](mailto:vijaysonone@gmail.com) Website: [www.alwynjay.com](http://www.alwynjay.com)

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To,

The Chairperson/ Company Secretary,  
Dai-ichi Karkaria Limited,  
Liberty Building, S. V. T Marg,  
New Marine Lines,  
Mumbai – 400020

Dear Madam,

**SCRUTINIZERS REPORT ON PASSING OF SPECIAL RESOLUTIONS**  
**CONTAINED IN THE NOTICE DATED 14<sup>TH</sup> MAY, 2016 THROUGH POSTAL**  
**BALLOT**

I, Vijay Sonone, Practicing Company Secretary, Mumbai, have been appointed as Scrutinizer by the Board of Directors of Dai-ichi Karkaria Limited ("the Company") for scrutinizing postal ballot voting including voting by electronic means in respect of the Special Resolution contained in the Notice dated 14<sup>th</sup> May, 2016.

1. Authorization to the Board of Directors to borrow money in excess of the aggregate of the paid up capital and free reserves of the Company.



2. Authorization to the Board of Directors to create charge/mortgage/ hypothecation/ lien/ Pledge on all or any movable/ immovable properties of the Company.

I have carried out the work as Scrutinizer from the close of working hours on 30<sup>th</sup> June, 2016 to 1st July, 2016. In this connection I need to bring to your attention the following aspects:

All the Specimen Signatures have been verified with the specimen signature records maintained by the Company's Registrar and Share Transfer Agents viz. Sharex Dynamic (India) Private Ltd., Unit 1, Luthra Industrial Premises, Andheri-Kurla Road, Safed Pool, Andheri (E), Mumbai – 400 072 and I have relied on the certification given by them for the same .

The Company has appointed Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members whereby the members having shares in DEMAT form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In such cases the voting is taken into consideration based on the e-voting data provided by the CDSL.

The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Postal Ballot including voting by electronic means is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and render a Scrutinizer Report on the voting to the Chairperson/ Company Secretary of the Company, on the Special Resolutions contained in the Notice dated 14<sup>th</sup> May, 2016 based on the reports generated from the electronic voting

system by the Central Depository Services (India) Limited (CDSL) and the scrutiny of the physical ballot received till the close of working hours i.e. 5.00 p.m. on 30<sup>th</sup> June, 2016 and reports provided by Registrar and Share Transfer Agents, M/s. Sharex Dynamic (India) Private Ltd (hereinafter referred to as the "SHAREX").

I submit my report as under

1. The Postal Ballot Notice dated 14<sup>th</sup> May, 2016 as per provisions of Section 110 of the Companies Act, 2013, read with Rule 18 and 22 of the Companies (Management and Administration) Rules, 2014 were dispatched to all the Members whose names appear on the register of members/ statement of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on 20<sup>th</sup> May, 2016 by Courier in physical form. The Notices sent in physical form were accompanied with self-addressed prepaid postage Business Reply Envelope which was required to be returned by the shareholders on or before 5.00 P.M., on 30<sup>th</sup> June, 2016. I further report that as stated in the Postal Ballot Notice sent to the shareholders, the voting period for e-voting commenced on **31<sup>st</sup> May, 2016** and ended on **30<sup>th</sup> June, 2016**, the Company had fixed 5:00 pm on 30<sup>th</sup> June, 2016 as the last date for receipt of Postal Ballots and for completing the E-voting.
2. As stated in Rule 20 (4) as well as Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company in "Free Press Journal, Mumbai" English Newspaper, on 30<sup>th</sup> May, 2016 and in "Navshakti", Marathi

Newspaper on 30<sup>th</sup> May, 2016, informing about the completion of dispatch of the Postal Ballot Notices, by Courier to the shareholders along with other related matters mentioned therein.

3. All the Postal Ballot forms together with all votes cast by E-voting through CDSL received up to 5:00 pm on 30<sup>th</sup> June, 2016, being the last date fixed by the Company for receipt of the ballot forms/e-voting, was considered for my scrutiny.
4. Envelopes numbering to 24 (Twenty-four) containing Postal Ballot forms returned undelivered by postal authorities were not opened and the details of the same are separately maintained by the SHAREX.
5. The Postal Ballots forms received at the Registrar's address in the name of the Scrutinizer were opened and then taken up for matching with the master data base as of the cut-off date by the SHAREX under my instruction at regular intervals.
6. On 30<sup>th</sup> June, 2016, after the closure of e-voting period till 5.00 p.m. the votes cast through e-voting facility were duly unblocked by me as a Scrutinizer in the presence of Mr. Jay D'Souza and Mr. Binod Singh who acted as the witnesses, not in the employment of the Company as prescribed in sub rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014. Since e-Voting facility was provided by CDSL, the details of the e-Voting exercised by the shareholders as also the votes exercised through Postal Ballots, which were duly scrutinized and processed, were duly compiled by the SHAREX. While the details of the e-Voting was





provided by the System Provider namely CDSL, the compilation of the Register, in respect of physical Postal Ballots containing the statement of shareholder's name, folio, postal ballot number, number of shares held, number of votes exercised, votes in favour, votes against and those votes which were rejected were generated by the SHAREX which have been duly scrutinized.

7. On scrutiny, out of 5241 shareholders holding shares as on the cut-off date, 24 shareholders have exercised their vote through e-Voting and 41 Shareholders have exercised their votes through Postal Ballot Forms, as received till the last date. Further, e-voting platform was optional for the Members to cast their votes.
8. There are no mutilated Postal Ballot Forms.
9. After all the necessary information and data was recorded, I verified the names of the Members, the number of shares and checked the signatures on the Postal Ballot Forms signed by the Members from the necessary records maintained by the SHAREX. In determining the validity or otherwise of the Ballots received, I have adopted the following criteria:
  - (a) Where the date and place has been left blank the signed ballot has been treated as valid;
  - (b) Where the number of shares has been left blank, I have accounted for the total holding for the purpose of either assent or dissent to the relevant resolution as indicated by the member;
  - (c) Where the member has left the ballot blank or not indicated his vote, the ballot has been treated as invalid;

- (d) Where the signatures do not tally or the ballot paper bears no signatures, the ballot has been treated as invalid;
- (e) In respect of certain ballot forms, the members have exercised their voting rights by partially voting for 'assent'/ 'dissent'. In such cases the votes have been considered on the basis of votes cast and such ballot papers have been included in the valid postal ballot form with both assent and dissent to the resolution respectively.
- (f) In respect of certain ballot forms, where the ballot has been exercised by bodies corporate, Institutional Members (FIs/ Trust/ Mutual Funds/ Banks etc.), I have tallied the signature of the authorized person(s) from the specimen signature(s) available with the Registrar and Share Transfer Agents and from the Power of Attorney /Authorizations / Certifications attached to the Postal Ballot Forms and have treated these votes subject to (a) to (d) above at my discretion.
- (g) Member who have exercised the vote in physical as well as electronic mode, the vote by electronic mode only has been considered.

10. The data for the purpose of verification of the number of shares in physical form and in dematerialized form have been taken as on 20<sup>th</sup> May, 2016 which was the record date and recognized by the Company for dispatch of the Notice under Section 110 of the Companies Act, 2013 along with the Postal Ballot Form.

11. In general, and for your information, I carried out such scrutiny as I considered necessary on the basis of such authorizations and other documents and records.



12. I obtained certain statements from the data entered by SHAREX and on the basis of these Statements/Reports I have carried out such further checks / verification as I considered necessary.

13. The details of Postal ballot results for the items placed for consideration by the members are given below:

**Item No 1. Special Resolution:**

**Authorization to the Board of Directors to borrow moneys for the business of the Company:**

**"RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 150 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

(i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	28	7759	0.16
E-voting	23	4747290	99.83
<b>TOTAL</b>	<b>51</b>	<b>4755049</b>	<b>99.99</b>

(ii) Voted against the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	4	405	0.01
E-voting	1	16	0.00
<b>TOTAL</b>	<b>5</b>	<b>421</b>	<b>0.01</b>

(iii) Invalid votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	9	1289
E-voting	NIL	NIL
<b>TOTAL</b>	<b>9</b>	<b>1289</b>

Percentage of votes cast in favour: 99.99

Percentage of votes cast against: 00.01

**RESULTS: -**

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 1 of Postal Ballot Notice dated 14<sup>th</sup> May, 2016 has been passed by the shareholders with requisite majority.

**Item No 2. Special Resolution:**

**Authorization to the Board of Directors to create mortgage, charge, hypothecation or lien or pledge on all or any movable or immovable properties of the Company.**

**“RESOLVED THAT** pursuant to section 180(1)(a) or any other applicable provisions of the Companies Act, 2013, as amended from time to time, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charge, mortgage, hypothecation, lien or pledge on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed Rs. 150 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher. **RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents,



instruments and writings as may be required to give effect to this Resolution.”

(i) Voted in favour of the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	30	7959	0.16
E-voting	23	4747290	99.83
<b>TOTAL</b>	<b>53</b>	<b>4755249</b>	<b>99.99</b>

(ii) Voted against the resolution:

Particulars of Postal Ballot Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Physical	2	205	0.01
E-voting	1	16	0.00
<b>TOTAL</b>	<b>3</b>	<b>221</b>	<b>0.01</b>

(iii) Invalid votes:

Particulars of Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	9	1289
E-voting	NIL	NIL
<b>TOTAL</b>	<b>9</b>	<b>1289</b>

Percentage of votes cast in favour: 99.99

Percentage of votes cast against: 0.01

**RESULTS: -**

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 2 of Postal Ballot Notice dated 14th May, 2016 has been passed by the shareholders with requisite majority.

14. I further report that as per the Postal Ballot Notice dated 14<sup>th</sup> May, 2016 and the Board Resolution dated 14<sup>th</sup> May, 2016 Chairperson or Company Secretary of the Company may declare and confirm the above results of voting by postal ballot in respect of the resolutions referred on or before Monday, 04<sup>th</sup> July, 2016. The same will be displayed at the registered office of the Company located at Liberty Building, S. V. T Marg, New Marine Lines, Mumbai – 400020. In addition to the results being communicated to Bombay Stock Exchange Limited, the same along with the Scrutinizers report shall be displayed on the Company's website i.e. [www.dai-ichiindia.com](http://www.dai-ichiindia.com).

15. I further report that Rule 22 of the Companies (Management and Administration) Rules 2014 has been duly complied with. I further report that as per the said Rules, the records maintained by me including the data as obtained from CDSL, SHAREX, recording the consent or otherwise received from the shareholders, voting through postal ballot, which includes all the particulars of the shareholders such as the name, folio number/ DP ID/Client ID, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected, ballot papers and other related papers are in my safe custody which will be handed over to the Company Secretary after the Chairperson considers, approves and signs the minutes of the meeting.

I Thank you for the opportunity given, to act as a Scrutinizer for the above Postal Ballot of your Company.



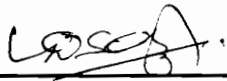
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**VIJAY SONONE**  
F.C.S No.7301,  
Certificate of Practice No.7991  
Practicing Company Secretary

Mumbai  
1<sup>st</sup> July, 2016



The following were the witnesses to the unblocking of e-voting on 30<sup>th</sup> June, 2016, on closure of e-voting period at 5.07 P.M. at the office of the Scrutinizer at B-002, Gr. Floor, Shreepati-2, Royal Complex, Behind Olympia Tower, Mira Road (E), Thane-401107.



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**Mr. Jay D'souza**  
B-002, Gr. Floor, Shreepati-2,  
Royal Complex, Behind Olympia  
Tower, Mira Road (E), Thane-401107



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**Mr. Binod Singh**  
B-002, Gr. Floor, Shreepati-2,  
Royal Complex, Behind Olympia  
Tower, Mira Road (E), Thane-401107

