

# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

## SCRUTINIZER'S REPORT ON E-VOTING

To  
The Chairman  
Dhanlaxmi Cotex Limited

**Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and clause 35B of the listing agreement with the Stock Exchange and submission of Scrutinizer's Report**

I, **Mr. Ramesh Chandra Mishra**, a Company Secretary in Practice, have been appointed by the Board of Directors of **Dhanlaxmi Cotex Limited** ("the Company") as Scrutinizer for the purpose of scrutinizing the e- voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2015, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Annual General Meeting (AGM) of the members of the Company, to be held on Wednesday, 30<sup>th</sup> September, 2015 at C J House 285 Princess Street, Mumbai-400002.

The AGM Report containing the notice dated 27<sup>th</sup> May, 2015 convening the Annual General Meeting of the company along with the statement setting out the material facts in respect of resolutions proposed to be passed under section 108 of the Companies Act, 2013 was sent to shareholders on time.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Company Rules, 2014, as amended from time to time. My responsibility as Scrutinizer is restricted to make a scrutinizer's report of votes cast "in favour" or "against" the resolutions and "invalid" votes based on report generated from the electronic platform provided by Central Depository Services(India)Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

1. The e-voting period remained open from Monday 28<sup>th</sup> September, 2015 (9.00 a.m.) to Tuesday, 29<sup>th</sup> September, 2015 (5.00 p.m.).

6, SOPARIWALA HOUSE, 293, PRINCESS STREET, MARINE LINES(E), MUMBAI 400002  
E-MAIL:sumitamgmt@gmail.com; TEL: 022-22037538/91 9029000295





RESOLUTIONS

To  
The Chairman  
Bharish Charan Wisla & Associates

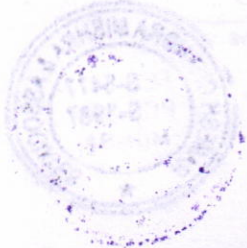
This Board of Directors of Bharish Charan Wisla & Associates (the Company) has considered the proposal of the Management (the Management) to issue shares of the Company (the Shares) and has resolved to approve the issue of the Shares and to authorize the Management to issue the Shares on such terms and conditions as may be determined by the Management.

1. That the Board of Directors of Bharish Charan Wisla & Associates (the Company) has resolved to issue shares of the Company (the Shares) and to authorize the Management to issue the Shares on such terms and conditions as may be determined by the Management.

The Board of Directors of Bharish Charan Wisla & Associates (the Company) has resolved to issue shares of the Company (the Shares) and to authorize the Management to issue the Shares on such terms and conditions as may be determined by the Management.

The Board of Directors of Bharish Charan Wisla & Associates (the Company) has resolved to issue shares of the Company (the Shares) and to authorize the Management to issue the Shares on such terms and conditions as may be determined by the Management.

I, the undersigned, being a duly authorized officer of Bharish Charan Wisla & Associates, do hereby certify that the foregoing is a true and correct copy of the resolutions of the Board of Directors of Bharish Charan Wisla & Associates.



# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

2. The members of the Company as on cut-off date i.e. Saturday, 24<sup>th</sup> September, 2015 were entitled to vote on the resolutions in the notice of the Annual General Meeting.

3. The votes cast were unblocked on 30<sup>th</sup> September, 2015 in the presence of two witnesses, Mr. Loknath Mishra and Ms. Aditi Bhatt, who are not in the employment of the Company.

4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services(India)Limited i.e. (<https://www.evotingindia.com/>)

5. Based on such e-voting records received, I hereby report as under:

Resolution No: 1

Nature of  
Resolution Ordinary Resolution

Subject Matter Adopted of Audited Financial Statement for the year ended  
31<sup>st</sup> March, 2015.

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	NIL		NIL	

Resolution No: 2

Nature of  
Resolution Ordinary Resolution

Subject Matter Ratified the re-appointment of M/s. S. G. Kabra & Co as a  
Statutory Auditors of the Company

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	NIL		NIL	







# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Resolution No: 3

Nature of  
Resolution Ordinary Resolution

Subject Matter Appointed Smt. Kamla Ramautar Jhavar, who retires by rotation and being eligible offers herself for re-appointment..

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	NIL		NIL	

Resolution No: 4

Nature of  
Resolution Ordinary Resolution

Subject Matter Appointed of Ms. Mahesh Jhavar as Whole-Time Director.

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	NIL		NIL	

Resolution No: 5

Nature of  
Resolution Ordinary Resolution

Subject Matter Re-Appointed of Mr. Ramautar Jhavar as Managing Director

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio





Resolution No.	Details of Resolution	Resolution No.	Details of Resolution
1	Approval of the financial statements for the year ended 31st March 2014.	2	Approval of the dividend of Rs. 10/- per share for the year ended 31st March 2014.

Resolution No.	Details of Resolution	Resolution No.	Details of Resolution
3	Approval of the appointment of Mr. [Name] as Director.	4	Approval of the appointment of Mr. [Name] as Director.

Resolution No.	Details of Resolution	Resolution No.	Details of Resolution
5	Approval of the appointment of Mr. [Name] as Director.	6	Approval of the appointment of Mr. [Name] as Director.



# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

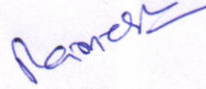
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E- voting	NIL	NIL
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Place: Mumbai

For Ramesh Chandra Mishra & Associates

Date: 03/10/2015



Ramesh Mishra  
Company Secretary  
Membership No.- FCS 5477  
C.P. No.- 3987





# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

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## Consolidated Report of Scrutinizer on Remote E-Voting and Voting Through Polling Paper

[Pursuant to section 108 and 109 of Companies Act 2013 and rule 20 and 21 of the Companies (Management and Administration) Rules 2014 and Rule 20 as substituted by the Companies (Management and administration) amendment rules, 2015]

To,  
The Chairman  
Dhanlaxmi Cotex Limited  
C J House, 2nd Floor  
285,Princess Street  
Mumba-400002

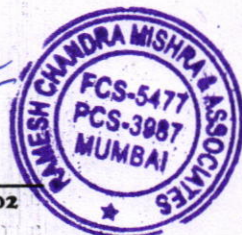
Dear Sir,

1. I, **Mr. Ramesh Chandra Mishra**, a Company Secretary in Practice, have been appointed by the Board of Directors of **Dhanlaxmi Cotex Limited** ("the Company") as Scrutinizer for the purpose of scrutinizing the e- voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2015, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Annual General Meeting (AGM) of the members of the Company, to be held on Wednesday, 30<sup>th</sup> September, 2015 at C J House,2<sup>nd</sup> Floor, 285 Princess Street,Mumbai-400002
2. The Company has also provided the facility of voting through polling paper to the member present at the Annual General meeting and who has not cast their vote through the remote e-voting.
3. The Company has engaged the Central Depository Services Limited (CDSL)as the authorized agency to provide system for e-voting process.
4. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act 2013 and Rules relating to voting through electronic means on the resolution containing the notice of the Annual General Meeting of the Company. My responsibility as a Scrutinizer is restricted to make the Scrutinizer Report of the votes cast in "favour" or "against" the resolution stated in the notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited and the polling papers received from the members at the AGM.

The results of the poll and for E Voting conducted for the Annual General Meeting are as under:-

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**6,SOPARIWALA HOUSE, 293, PRINCESS STREET, MARINE LINES(E), MUMBAI 400002**  
**E-MAIL:sumitamgmt@gmail.com; TEL: 022-22037538/91 9029000295**





Consolidated financial statements of BAVESH CHAUNDA WIRRA & ASSOCIATES

For the financial year ended 31st December 2012 and for the period from the date of incorporation to 31st December 2012

The Directors  
Bavesh Chandra Wirra  
Chandra Wirra  
Chandra Wirra  
Chandra Wirra

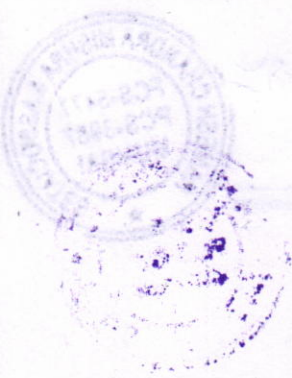
The consolidated financial statements of BAVESH CHAUNDA WIRRA & ASSOCIATES for the financial year ended 31st December 2012 and for the period from the date of incorporation to 31st December 2012 are set out on pages 1 to 10. The consolidated financial statements have been prepared in accordance with the provisions of the Companies Act 2006 and the Companies (Accounts) Regulations 2008.

The consolidated financial statements have been prepared on a going concern basis. The directors have a reasonable expectation that the company has adequate resources to continue in operation for the foreseeable future.

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# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Resolution No. 1

Nature of  
Resolution Ordinary Resolution

Subject Matter: Adopted of Audited Financial Statement for the year ended 31<sup>st</sup> March, 2015 and also Adopted of Consolidated Audited Financial Statement for the year ended 31<sup>st</sup> March, 2015.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of votes	Ratio	No. of votes	Ratio	
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	
By Poll	16	24,87,105	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	16	24,87,105	NIL	NIL	NIL

Resolution No. 2

Nature of  
Resolution Ordinary Resolution

Subject Matter Ratified the re-appointment of M/s. S.G. Kabra & Co as a Statutory Auditors of the Company

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of votes	Ratio	No. of votes	Ratio	
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	
By Poll	16	24,87,105	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	16	24,87,105	NIL	NIL	NIL

Resolution No. 3

Nature of  
Resolution Ordinary Resolution

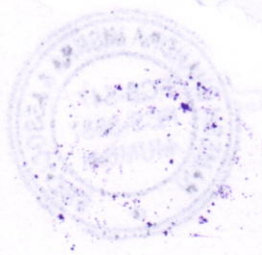
6, SOPARIWALA HOUSE, 293, PRINCESS STREET, MARINE LINES(E), MUMBAI 400002  
E-MAIL: sumitamgmt@gmail.com; TEL: 022-22037538/91 9029000295





Particulars	2011	2010
Revenue	1000	1000
Expenses	500	500
Profit	500	500

Particulars	2011	2010
Revenue	1000	1000
Expenses	500	500
Profit	500	500





# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Subject Matter: Appointed Smt. Kamla Ramautar Jhavar, who retires by rotation and being eligible offers herself for re-appointment...

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of votes	Ratio	No. of votes	Ratio	
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	
By Poll	16	24,87,105	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	16	24,87,105	NIL	NIL	NIL

Resolution No. 4

Nature of Resolution Ordinary Resolution

Subject Matter : Re-Appointed of Mr. Mahesh Jhavar as Whole Time Director

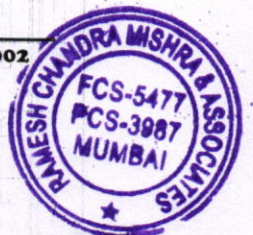
Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of votes	Ratio	No. of votes	Ratio	
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	
By Poll	16	24,87,105	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	16	24,87,105	NIL	NIL	NIL

Resolution No. 5

Nature of Resolution Ordinary Resolution

Subject Matter : Re- appointment of Mahesh S. Jhavar Wholetime Director of the company.

6, SOPARIWALA HOUSE, 293, PRINCESS STREET, MARINE LINES(E), MUMBAI 400002  
E-MAIL: sumitamgmt@gmail.com; TEL: 022-22037538/91 9029000295



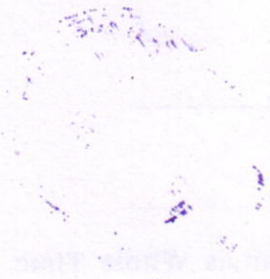


THE HINDUSTAN CEMENTS COMPANY LIMITED

Company Secretary in Process of Appointment

Notice is hereby given that the Board of Directors of the Company has decided to appoint a Company Secretary in Process of Appointment to the Company. The person appointed shall be a person who is qualified in accordance with the provisions of the Companies Act, 1956 and the Companies (Secretaries) Regulations, 1956.

Sl. No.	Name of Candidate	Qualification	Age	Experience	Remarks
1	Mr. A. K. Sharma	B.A., B.L., F.C.S.	45	15 years	
2	Mr. B. D. Singh	B.A., B.L., F.C.S.	42	12 years	
3	Mr. C. E. Reddy	B.A., B.L., F.C.S.	48	18 years	
4	Mr. D. F. Nair	B.A., B.L., F.C.S.	40	10 years	



Sl. No.	Name of Candidate	Qualification	Age	Experience	Remarks
5	Mr. E. G. Pillai	B.A., B.L., F.C.S.	43	14 years	
6	Mr. F. H. Khan	B.A., B.L., F.C.S.	46	16 years	
7	Mr. G. I. Desai	B.A., B.L., F.C.S.	41	11 years	
8	Mr. H. J. Mehta	B.A., B.L., F.C.S.	44	13 years	

The Board of Directors of the Company has decided to appoint a Company Secretary in Process of Appointment to the Company. The person appointed shall be a person who is qualified in accordance with the provisions of the Companies Act, 1956 and the Companies (Secretaries) Regulations, 1956.



# RAMESH CHANDRA MISHRA & ASSOCIATES


Company Secretary in Practice & Corporate Legal Advisor

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of votes	Ratio	No. of votes	Ratio	
	No. Of Shareholders	Number of shares	No. Of Shareholders	Number of shares	
By Poll	16	24,87,105	NIL	NIL	NIL
By E Voting	NIL	NIL	NIL	NIL	NIL
Total	16	24,87,105	NIL	NIL	NIL

Based on the abovementioned details, the Resolutions No. 1 to 5 were passed with majority at the Annual General Meeting of the company by way of poll and e- voting.

Place: Mumbai  
Date: 03/10/2015

For Ramesh Chandra Mishra & Associates



Ramesh Mishra  
Company Secretary  
Membership No.- FCS 5477  
C.P. No.- 3987





# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

FORM No. MGT-13

Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
29<sup>th</sup> Annual / Extraordinary General Meeting of the  
Equity Shareholders of Dhanlaxmi Cotex Limited  
Held on 30<sup>th</sup> September, 2015 at CJ House, 285 Princess Street, Mumbai-400002

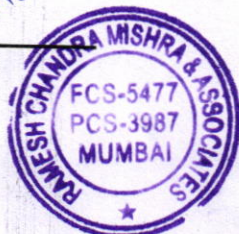
Dear Sir,

I, Mr. Ramesh Chandra Mishra appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 29<sup>th</sup> Annual General Meeting of the Equity Shareholders of Dhanlaxmi Cotex Limited, held on 30<sup>th</sup> September, 2015 at CJ House, 285 Princess Street, Mumbai-400002 submit our report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. The same were not considered in calculation.
4. The result of the Poll is as under:
  - a) Resolution No. 1: Adopted of Audited Financial Statement for the year ended 31<sup>st</sup> March, 2015 .
    - (i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	24,87,105	100%

6, SOPARIWALA HOUSE, 293, PRINCESS STREET, MARINE LINES(E), MUMBAI 400002  
E-MAIL: sumitamgmt@gmail.com; TEL: 022-22037538/91 9029000295





# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

b) Resolution No.2: Ratified the re-appointment of M/s. S.G. Kabra & Co as a Statutory Auditors of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	24,87,105	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL









# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

c) Resolution No. 3: Appointed Smt. Kamla Ramautar Jhawar, who retires by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	24,87,105	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

d) Resolution No. 4: Appointed of Mr. Mahesh Jhawar as Whole Time Director.

(i) Voted in favour of the resolution:

6, SOPARIWALA HOUSE, 293, PRINCESS STREET, MARINE LINES(E), MUMBAI 400002  
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RAJESH CHANDRA MEHTA & ASSOCIATES

Company Secretary in Practice & Chartered Local Advisor

(iii) Inland Vessels

Total number of inland vessels in the year	100
Number of inland vessels in the year	100

(iv) Inland Vessels in the year 2014-15

Number of inland vessels in the year	100
Number of inland vessels in the year	100

(v) Inland Vessels in the year 2015-16

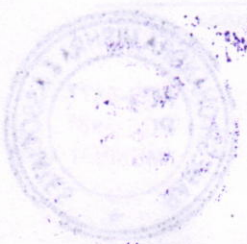
Number of inland vessels in the year	100
Number of inland vessels in the year	100

(vi) Inland Vessels

Total number of inland vessels in the year	100
Number of inland vessels in the year	100

(vii) Inland Vessels in the year 2014-15

(viii) Inland Vessels in the year 2015-16





# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	24,87,105	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid Votes:

Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

e) Resolution No. 5: Re-Appointed of Mr. Ramautar S. Jhawar as an Managing Director

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	24,87,105	100%

(ii) Voted in against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast





# RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

person or by proxy)		
NIL	NIL	NIL

(iii) Invalid Votes:

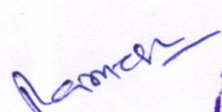
Total Number of members(in person or by proxy) whose votes were declared invalid	Number of votes cast by them
NIL	NIL

5. Soft copy of the List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the Company Secretary of the Company.

Place: Mumbai

For Ramesh Chandra Mishra & Associates

Date: 03/10/2015

  
Ramesh Mishra  
Company Secretary  
Membership No.- FCS 5477  
C.P. No.- 3987





