

RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

SCRUTINIZER'S REPORT ON E-VOTING

To
The Chairman
Dhanlaxmi Fabrics Limited
Mumbai

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

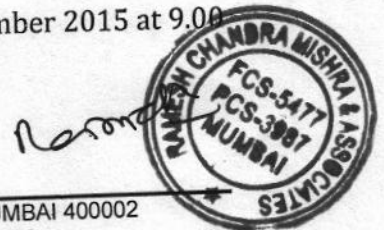
I, Mr. Ramesh Chandra Mishra, a Company Secretary in Practice, have been appointed by the Board of Directors of Dhanlaxmi Fabrics Limited ("the Company") as Scrutinizer for the purpose of scrutinizing the e-voting process, and ascertaining the requisite majority on the voting carried out as per the provisions 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 Saturday, 19th September, 2015 at registered office of the Company at Bhopar Village, Manpada Road, Dombivli East - 421204

The AGM Report containing the notice dated 27th 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 Wednesday 16th September 2015 at 9.00 a.m. and ends on Friday 18th September 2015 at 5.00 p.m..



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2. The members of the Company as on cut-off date i.e. Saturday, 12th September, 2015 were entitled to vote on the resolutions in the notice of the Annual General Meeting.

3. The votes cast were unblocked on 19th 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
31st March, 2015

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	6		NIL	

Resolution No: 2

Nature of
Resolution Ordinary Resolution

Subject Matter Re-appointed Mr. Mahesh Jhawar who retires by rotation.

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	6		NIL	



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Resolution No: 3

Nature of
Resolution Ordinary Resolution

Subject Matter: Appointment of M/s. S.G. Kabra & Co., Chartered Accountant as
Statutory Auditors and to fix their remuneration.

Details of Voting	Assent (For)		Dissent (Against)	
	No. of votes	Ratio	No. of votes	Ratio
E- voting	6		NIL	

Place: Mumbai

Date: 21/09/2015

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

23rd Annual / Extraordinary General Meeting of the
Equity Shareholders of Dhanlaxmi Fabrics Limited

Held on 19th September, 2015 at Manpada Road, Bhopar Village,
Dombivali (East), Thane – 421 204,

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 23rd Annual General Meeting of the Equity Shareholders of Dhanlaxmi Fabrics Limited, held on 19th September, 2015 at Manpada Road, Bhopar Village, Dombivali (East), Thane – 421 204, 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 31st March, 2015.



RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

(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
20	6899383	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

b) Resolution No.2: Re-appointed Mr. Mahesh 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
20	6899383	100%



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(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

c) Resolution No. 3: Ratified the 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
20	6899383	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



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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

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: 21/09/2015

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
23rd Annual / Extraordinary General Meeting of the
Equity Shareholders of Dhanlaxmi Fabrics Limited
Held on 19th September, 2015 at Manpada Road, Bhopar Village,
Dombivali (East), Thane – 421 204,

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 23rd Annual General Meeting of the Equity Shareholders of Dhanlaxmi Fabrics Limited, held on 19th September, 2015 at Manpada Road, Bhopar Village, Dombivali (East), Thane – 421 204, 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 31st March, 2015.



RAMESH CHANDRA MISHRA & ASSOCIATES

Company Secretary in Practice & Corporate Legal Advisor

(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
20	6899383	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

b) Resolution No.2: Re-appointed Mr. Mahesh 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
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(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
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c) Resolution No. 3: Ratified the appointment of M/s.S.G. Kabra & Co. as a Statutory Auditors of the Company.

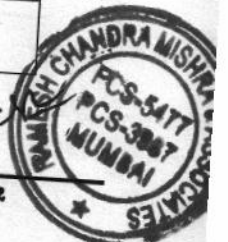
(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
20	6899383	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

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



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(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: 21/09/2015

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

