

285, PRINCESS STREET, CHATURBHUJ JIVANDAS HOUSE, 2ND FLOOR, MUMBAI - 400 002. PH :: 6622 8050, 2200 8176 / 77, FAX : (91-22) 2208 9558

E-mail:dhancott@hathway.com CIN NO.: L51100MH1987PLC042280

Date: 30<sup>th</sup> September, 2016

To, **BSE Limited** Phiroze Jeejeebhoy Tower, Dalal Street, Mumbai – 400001

> BSE Scrip Code: 512485 ISIN: INE977F01010

Sub: Result of Remote E-Voting and Poll for 30th Annual General Meeting for F.Y. 2015-16 under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 along with Scrutinizer Report

Dear Sirs,

In connection with the subject above, we are enclosing herewith the Report Submitted by the Mr. Pankaj Trivedi, Practicing Company Secretary, the Scrutinizer appointed for E-voting and to conduct the poll process in fair and transparent manner for 30<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2016 along with Report under Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

It's been declared that all the resolutions set out in the Notice of 30<sup>th</sup> Annual General Meeting have been passed with the requisite majority.

Kindly acknowledge the receipt.

Thanking You, Yours faithfully,

For Dhanlaxmi Cotex Limited

Ramautar S. Jhawar (Director)

CC To. The Manager Central Depository Services (India) Ltd, 16th Floor, P. J. Tower, Dalal Street, Fort, Mumbai -400 001

## Encl:

- 1. Scrutinizer Report
- 2. Voting Result pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015



## DITANNATIMI

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	30th September, 2016
pate of AGM	1775
otal number of Shareholders on record date:	
No. of shareholders present in the meeting either in person or through proxy*:	15
(a) Promoter & Promoter group	3
(h)Rublic /	
No. of shareholders attended the meeting through Video Conferencing:	0
(a) Promoter & Promoter group	0
(b)Public	

Agenda -	Wise disclosure								and Cook			
esolution req	uired: (Ordinary)		Resolution No. 1: Adoption of Audited Balance Sheet as on 31st March, 2016, the Profit & Loss Account and Cash Flow Statement for the year ended on that date and the report of Director's & Auditors thereon									
Vheather Pro he agenda/ R	moter / Promoter group are i esolution?	nterested in				No						
	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	Invalid Votes			
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	8			
	·	1		86.10	2071365	0	100.00	0.00	0			
Promoter & Promoter	E-Voting		2071365	8.70	209400	0	100.00	0.00	0			
	Poll	2405865	209400	0.00	0	0	0.00	0.00	0			
	Postal Ballot(if applicable)		0	-	2280765	0	100.00	0.00	0			
	Total	2405865	2280765	94.80	0	0	0.00	0.00	0			
	E-Voting	0	0	0.00	0	0	0.00	0.00	0			
Public -	Poll		0	0.00	0	0	0.00	0.00	0			
I was a standard	Postal Ballot(if applicable)	0	0	0.00	0	0	0.00	0.00	0			
	Total	0	0	0.00	240000	0	100.00	0.00	0			
	E-Voting		240000	9.73	1251790	0	100.00	0.00	0			
Public - Non	Poll	2465485	1251790	50.77	0	0	0.00	0.00	0			
Institutions	Postal Ballot(if applicable)		0	0.00	1491790	0	100.00	0.00	0			
	Total	2465485	1491790	60.51	3772555	0	100.00	0.00	0			
	Total	4871350	3772555	77.44	3//2555		200.00					

tesolution red	quired: (Ordinary)			2 : Appointment of ors of the Company		d Co Chartere	d Accountants Firm	Registration No 104	30, 14 43
Wheather Pro	omoter / Promoter group are i	interested in				No	1		
	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	Invalid Votes
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	8
		-	2071365	86.10	2071365	0	100.00	0.00	0
Promoter &	E-Voting	2405055		8.70	209400	0	100.00	0.00	0
Promoter	Poll	2405865	209400	0.00	0	0	0.00	0.00	0
group	Postal Ballot(if applicable)	2405865	0	94.80	2280765	0	100.00	0.00	0
	Total	2405865	2280765	0.00	0	0	0.00	0.00	0
Public -	E-Voting	0	0	0.00	0	0	0.00	0.00	0
	Poll		0	0.00	0	0	0.00	0.00	0
Institutional Holders	Postal Ballot(if applicable)	0	0	0.00	0	0	0.00	0.00	0
	Total	0	0	9.73	240000	0	100.00	0.00	0
	E-Voting		240000	50.77	1251790	0	100.00	0.00	0
Public - Non		2465485	1251790	0.00	0	0	0.00	0.00	0
Institutions	Postal Ballot(if applicable)		0		1491790	0	100.00	0.00	0
	Total	2465485	1491790	60.51		-	100.00	0.00	0
	Total	4871350	3772555	77.44	3772555	0	100.00	0.00	-





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Resolution re	equired: (Special)		Resolution No. be in excess of		owing power of	the company u	nder Section 180 (1	) (c) of the Compan	ies Act not			
Wheather Pr the agenda/	omoter / Promoter group are Resolution?	interested in	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	Invalid Votes			
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	8			
	E-Voting		2071365	86.10	2071365	0	100.00	0.00	0			
Promoter & Promoter	Poll	2405865	209400	8.70	209400	0	100.00	0.00	0			
group	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0			
	Total	2405865	2280765	94.80	2280765	0	100.00	0.00	0			
Public -	E-Voting	0	0	0.00	0	0	0.00	0.00	0			
	Poll	U	0	0.00	0	0	0.00	0.00	0			
Institutional Holders	Postal Ballot(if applicable)	0	0	0.00	0	0	0.00	0.00	0			
	Total	0	0	0.00	0	0	0.00	0.00	0			
	E-Voting		240000	9.73	240000	0	100.00	0.00	0			
Public - Non	Poll	2465485	1251790	50.77	1251790	0	100.00	0.00	0			
Institutions	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0			
	Total	2465485	1491790	60.51	1491790	0	100.00	0.00	0			
	Total	4871350	3772555	77.44	3772555	0	100.00	0.00	0			

Resolution r	equired: (Special)			4: Creation of char ts fixed pursuant to			ions under Section : npanies Act 2013	180 (1) (a) within th	e overall			
	romoter / Promoter group are Resolution?	interested in	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	Invalid Votes			
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	8			
	E-Voting		2071365	86.10	2071365	0	100.00	0.00	0			
Promoter & Promoter	Poll	2405865	209400	8.70	209400	0	100.00	0.00	0			
group	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0			
	Total	2405865	2280765	94.80	2280765	0	100.00	0.00	0			
Public -	E-Voting	0	0	0.00	0	0	0.00	0.00	0			
	Poll	U	0	0.00	0	0	0.00	0.00	0			
Institutional Holders	Postal Ballot(if applicable)	0	0	0.00	0	0	0.00	0.00	0			
	Total	0	0	0.00	0	0	0.00	0.00	0			
	E-Voting		240000	9.73	240000	0	100.00	0.00	0			
Public - Non	Poll	2465485	1251790	50.77	1251790	0	100.00	0.00	0			
Institutions	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0			
	Total	2465485	1491790	60.51	1491790	0	100.00	0.00	0			
	Total	4871350	3772555	77.44	3772555	0	100.00	0.00	0			







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Resolution r	equired: (Special)		Resolution No. specified unde	5: Giving of any lo r section 186 of the	ans or guarantee Companies Act	es or to provide 2013 not excee	security in connect d an aggregate amo	ion with a loan excount of Rs 100 Crore	eeding limi s		
	romoter / Promoter group are Resolution?	interested in	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	Invalid Votes		
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	8		
Promoter &	E-Voting		2071365	86.10	2071365	0	100.00	0.00	0		
Promoter	Poll	2405865	209400	8.70	209400	0	100.00	0.00	0		
group	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0		
	Total	2405865	2280765	94.80	2280765	0	100.00	0.00	0		
Public -	E-Voting	0	0	0.00	0	0	0.00	0.00	0		
	Poll		0	0.00	0	0	0.00	0.00	0		
Institutional Holders	Postal Ballot(if applicable)	0	0	0.00	0	0	0.00	0.00	0		
	Total	0	0	0.00	0	0	0.00	0.00	0		
	E-Voting		240000	9.73	240000	0	100.00	0.00	0		
Public - Non	Poll	2465485	1251790	50.77	1251790	0	100.00	0.00	0		
Institutions	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0		
	Total	2465485	1491790	60.51	1491790	0	100.00	0.00	0		
	Total	4871350	3772555	77.44	3772555	0	100.00	0.00	0		

Resolution r	equired: (Special)		Resolution No.	6 : Adoption of nev	v set of Articles	of Association	of the Company.					
	romoter / Promoter group are Resolution?	interested in	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	Invalid Votes			
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	8			
Promoter &	E-Voting		2071365	86.10	2071365	0	100.00	0.00	0			
Promoter	Poll	2405865	209400	8.70	209400	0	100.00	0.00	0			
group	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0			
	Total	2405865	2280765	94.80	2280765	0	100.00	0.00	0			
Public -	E-Voting	0	0	0.00	0	0	0.00	0.00	0			
Institutional	Poll	U	0	0.00	0	0	0.00	0.00	0			
Institutional Holders	Postal Ballot(if applicable)	0	0	0.00	0	0	0.00	0.00	0			
	Total	0	0	0.00	0	0	0.00	0.00	0			
	E-Voting		240000	9.73	240000	0	100.00	0.00	0			
Public - Non	Poll	2465485	1251790	50.77	1251790	0	100.00	0.00	0			
Institutions	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0			
	Total	2465485	1491790	60.51	1491790	0	100.00	0.00	0			
	Total	4871350	3772555	77.44	3772555	0	100.00	0.00	0			







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Resolution re	equired: (Special)		Resolution No. limit not excee		ited Party Transa	action pursuan	t to the provisions o	1 Section 100 within	over un
Wheather Pro	omoter / Promoter group are Resolution?	interested in	Yes						
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	Invalid Votes
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	8
	E M. Car		282800	11.75	0	282800	0.00	100.00	282800
Promoter &	E-Voting	2405865	0	0.00	0	0	0.00	0.00	0
Promoter	Poll	2403003	0	0.00	0	0	0.00	0.00	0
group	Postal Ballot(if applicable)	2405055	282800	11.75	0	282800	0.00	100.00	282800
	Total	2405865		0.00	0	0	0.00	0.00	0
	E-Voting	0	0			0	0.00	0.00	0
Public -	Poll		0	0.00	0			0.00	0
Institutional Holders	Postal Ballot(if applicable)	0	0	0.00	0	0	0.00		-
	Total	0	0	0.00	0	0	0.00	0.00	0
	E-Voting		240000	9.73	240000	0	100.00	0.00	0
B LE No		2465485	1251790	50.77	1251790	0	100.00	0.00	0
Public - Nor	The second secon		0	0.00	0	0	0.00	0.00	0
institutions	Postal Ballot(if applicable)	2465485	1491790	60.51	1491790	0	100.00	0.00	0
	Total	4871350	1774590	36.43	1491790	282800	84.06	100.00	282800

For Dhanlaxmi Cotex Limited

Ramautar S. Jhawar (Managing Director)

Date: 30/09/2016 . Place: Mumbai

## Pankaj Trivedi

B.Com, CS, LLB Mob: 9224174118

Email: pankajtrivedicslb@gmail.com

## PANKAJ TRIVEDI & CO.

Practicing Company Secretaries B-206, Jaswanti Residency, Subhash Lane, Near Bhurabhai Hall, Kandivali (West), Mumbai – 400067

Date: 30/09/2016

## **SCRUTINIZER'S REPORT**

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

To,
The Chairman
Dhanlaxmi Cotex Limited
285, Princess Street, Jhawar House,

## Dear Sir,

2nd Floor, Mumbai – 400 002

I, Pankaj Trivedi Practicing Company Secretary (Membership No. 15301), Proprietor of M/s. Pankaj Trivedi & Co., Mumbai was appointed as scrutinizer in connection with 24<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> September, 2016 at 11:00 A.M., at the Registered Office at 285, Princess Street, Jhawar House, 2nd Floor, Mumbai – 400 002 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rule relating to remote e-voting and voting through physical ballot process on the resolutions contained in the notice of the 30<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as Scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report for the votes cast "In Favour" or "Against" the resolutions, based on the repot generated from E-Voting system of Central Depository Services (India) Limited and of voting through physical ballots.

I submit my report as under:

- The e-voting period remained open from 27<sup>th</sup> September, 2016 (9.00 A.M) to 29<sup>th</sup> September, 2016 (5.00 P.M).
- The Shareholders holding shares as on the "cut-off" date i.e. 23<sup>rd</sup> September, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 7) as set out in the Notice of the 30<sup>th</sup> Annual General Meeting of the Company.
- 3. The votes were unblocked on Friday, 30<sup>th</sup> September, 2016 around 12.10 p.m. after the Completion of Annual General Meeting in the presence of two witnesses, who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (https://www.evotingindia.com).

Witness 1

Witness

ess 2

Cine Company

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# The result of e-voting is as under:

5

Resolution 1 - Adopted the Audited Balance Sheet as on 31st March, 2016, the Profit & Loss Account and Cash Flow Statement for the year ended on that date and the report of Director's & Auditors thereon. (Ordinary Resolution)

0.00%
6=5/2*100
Against
votes cast
cast "Against" the number of
Number of votes % of total

Resolution No. 2: Ratification of appointment of M/s. S.G. Kabra & Co., Chartered Accountants, as the statutory Auditor of the Company. (Ordinary Resolution)

0.00%	0	0.00%	0	100%	2311365	2311365	13
8=7/2*100	7	6=5/2*100	ъ	4=3/2*100	ω	2	F
		0				,	4
		Against		Favour			system
invalid votes	invalid	votes cast	resolution	votes cast in	resolution		Gunon-a ugno
number of	votes declared	number of	cast "Against" the	number of	cast in "Favour" of	votes cast	through E voting
% of total	Total number of	% of total	Number of votes		Number of Votes	No. of Total	mambas noted

Resolution No. 3: To increase borrowing powers of the Company up to Rs. 100 Crores u/s 180 (1) (C) of the Company Act, 2013. (Special Resolution)

-			_	_	-	_	_	
	13	1	2,000	system	rnrougn E-Voting	*h	members voted	Number of
	2311365	2				* 0000	Votes Cast	No. of Total
	2311365	3			resolution	cast III ravodi oi	Cast in "Early of	Number of Votes
-	100%	4=3/2*100	ravour	7)	votes cast in	number of	5	% of total
	0	5			resolution	cast 'Against' the		Number of votes
	0.00%	6=5/2*100	Against		votes cast	number of		% of total
	0	7			invalid	votes declared		Total number of
A. No	0.00%	8=7/2*100			invalid votes	number of	2001	% of total

Resolution No. 4: Creation of Securities in connection with the borrowing of the Company u/s 180 (1) (a) of the Company Act, 2013. (Special

					7	IZD
, P	system	through E-voting	members voted	Number of	and the second	Resolution)
2311365	J				No. of Total	
2311365	ω		resolution	cast in "Favour" of	Number of Votes	
100%	4=3/2*100	Favour	votes cast in	number of		
0	G	1	leadianon		Cast "Against" the	Number of votes
0.00%	0-0/1- 200	6-5/2*100	Against	votes cast	number of	% of total
C		7		invalid	votes declared	Total number of
0.000	0 00%	8=7/2*100		Invalid votes	number of	% of total

Resolution No. 5: Making of Investment, giving loans, guarantee and providing of securities beyond prescribed limit u/s 186 of the

nies Act, 2013. (Special Resolution)

Nun memb throug
Number of members voted through E-voting system
Number of No. of Total whrough E-voting system 1 2 2311365
Number of Votes cast in "Favour" of resolution  3  2311365
% of total number of votes cast in Favour 4=3/2*100
Number of votes cast "Against" the resolution 5
% of total number of votes cast Against 6=5/2*100
Total number of votes declared invalid  7
% of total number of invalid votes 8=7/2*100 0.00%

Resolution No. 6: Adoption of New Set of Articles of Association of the Company in conformity with Companies Act, 2013. (Special

		,	_	IZ.
13	system	members voted	Number of	Resolution)
2311365		Votes Cast		
2311365	ω		Number of Votes	
100%	4=3/2*100	votes cast in		ov of total
0	5	resolution	cast "Against" the	Number of votes
0.00%	6=5/2*100	Against	number of	% of total
AL COOLS	TRIVE		votes declared	Total number of
*	0.00%	0-7/2*100	invalid votes	% of total

Resolution No. 7: To enter into Related Party Transaction(s) pursuant to Section 188 of the Companies Act, 2013 upto Rs. 50 Crores with

through E-voting system 1	Number of Mo. of Total members voted Votes Cast
2	Special Resolution  No. of Total  Votes Cast
<b>3</b> 240000	Number of Votes cast in "Favour" of resolution
Favour 4=3/2*100 45.91%	% of total number of votes cast in
282800	Number of votes cast "Against" the resolution
6= <b>5/2*100</b> 54.09%	% of total number of votes cast Against
282800	Total number of votes declared invalid
54.09%	% of total number of invalid votes

On Resolution No.7 total 3 members voted through remote e-voting of which 2 members are promoter and interested in said resolution and voted on

the same. We considered these votes as invalid as they are not eligible to vote.

7

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Authorised Person for safe keeping.

The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting of the Company to enable the shareholders to

8 cast their votes physically in case the same has not been casted by them through remote e-voting.

The result of the voting through physical ballot forms are as under:

Resolution 1 – Adopted the Audited Balance Sheet as on 31st March, 2016, the Profit & Loss Account and Cash Flow Statement for the year

of Director's & Auditors thereon. (Ordinary Resolution)

Number of members voted through Physical Ballot Form	ended on that date and the report of Director's screen
	No. of Total
cast in "Favour" of resolution 3 1461190	
votes cast in Favour 4=3/2*100	
	Number of votes
votes cast Against 6=5/2*100 0.00%	% of total number of
7 7 FRILL 8	er of ired
8=7/2*100	% of total number of invalid votes

6

Resolution No. 2: Ratification of appointment of M/s. S.G. Kabra & Co., Chartered Accountants, as the statutory Auditor of the Company. (Special Resolution)

>

		letot to %	Number of votes	% of total	Total number of	% of total
No. of lotal		o or total	coct "Against" the	number of	votes declared	number of
Votes Cast	cast in "Favour" or	number of	cast Against the			11.1
	resolution	votes cast in	resolution	votes cast	invalid	invalid votes
		Favour		Against		
				000000	1	0-7/2*100
2	m	4=3/2*100	5	0=5/2"100	,	0-1/2 TOO
			(	/0000	c	7000
1461190	1461190	100%	0	0.00%	D	0.00.0

Resolution No. 3: To increase borrowing powers of the Company up to Rs. 100 Crores u/s 180 (1) (C) of the Company Act, 2013. (Special Resolution)

				Al Louis de votos	1c+c+ +c /0	Total number of	% of total
Number of	No. of Total	Number of Votes	% of total	Number of votes	% OI 101a1		
nombore wotod	Votes Cast	cast in "Favour" of	number of	cast "Against" the	number of	votes declared	number of
through Dhysical		resolution	votes cast in	resolution	votes cast	invalid	invalid votes
Rallot Form			Favour		Against		
alloc rollin	2	6	4=3/2*100	2	6=5/2*100	7	8=7/2*100
7	7	0					
9	1461190	1461190	100%	0	%00.0	0	%00.0

Resolution No. 4: Creation of Securities in connection with the borrowing of the Company u/s 180 (1) (a) of the Company Act, 2013. (Special Resolution)

	Nic of Total	Number of Votes	% of total	Number of votes	% of total	Total number of	% of total
Number of	Votes Cast	cast in "Favour" of	number of	cast "Against" the	number of	votes declared	number of
*hrough physical	2002	resolution	votes cast in	resolution	votes cast	invalid	invalid votes
Ballot Form			Favour		Against		
Dailot rollii	2	3	4=3/2*100	5	6=5/2*100	7	8=7/2*100
T	7	2					
9	1461190	1461190	100%	0	%00.0	OTTRI	(RIVE)0.00%
						1811	NA /

# Companies Act, 2013. (Special Resolution) Resolution No. 5: Making of Investment, giving loans, guarantee and providing of securities beyond prescribed limit u/s 186 of the

6 1461190	1 2	Ballot Form	through Physical	members voted Votes Cast	Number of No. of Total
			_		=
1461190	3		resolution	cast in "Favour" of	Number of Votes
100%	4=3/2*100	Favour	votes cast in	number of	% of total
0	5		resolution	cast "Against" the	Number of votes
0.00%	6=5/2*100	Against	votes cast	number of	% of total
0	7		invalid	votes declared	Total number of
0.00%	8=7/2*100		invalid votes	number of	% of total

# Resolution) Resolution No. 6: Adoption of New Set of Articles of Association of the Company in conformity with Companies Act, 2013. (Special

0.00%	0	0.00%	0	100%	1461190	1461190	6
8=7/2*100	7	6=5/2*100	5	4=3/2*100	ω	2	1
		Against		Favour			Ballot Form
invalid votes	invalid	votes cast	resolution	votes cast in	resolution		through Physical
number of	votes declared	number of	cast "Against" the	number of	cast in "Favour" of	<b>Votes Cast</b>	members voted
% of total	Total number of	% of total	Number of votes	% of total	Number of Votes	No. of Total	Number of

# each related parties. (Special Resolution) Resolution No. 7: To enter into Related Party Transaction(s) pursuant to Section 188 of the Companies Act, 2013 upto Rs. 50 Crores with

	2 2000						
\$0.00%	The Article of the Ar	0.00%	0	100%	1251790	1251790	ω
8=7/2*100	7	6=5/2*100	5	4=3/2*100	3	2	1
		Against		Favour			Ballot Form
invalid votes	invalid	votes cast	resolution	votes cast in	resolution		through Physical
number of	votes declared	number of	cast "Against" the	number of	cast in "Favour" of	<b>Votes Cast</b>	members voted
% of total	Total number of	% of total	Number of votes	% of total	Number of Votes	No. of Total	Number of

- 10. Total 18 members were present at the meeting personally and zero member present through proxy.
- 11. None of the vote casted through poll was invalid. 12. The members who had voted through remote E-voting were abstained to vote through poll at the meeting.
- 13. The interested members were instructed not to vote on agenda in which they are interested.
- The Combined result of remote E-voting and poll voting at AGM is as under.

			Resolution No.	Resolution No. 1 : Adoption of Audited Balance Sheet	ited Balance She	et as on 31st M I the report of I	Resolution No. 1: Adoption of Audited Balance Sheet as on 31st March, 2016, the Profit & Loss Account and Cash	it & Loss Account a	and Casin
Resolu	Resolution required: (Ordinary)		Flow Statement	for the year ended	OII clied		% of votes	% of votes	Invalid
	Mode of Voting	No. of Shares	No. of Votes	% of votes polled on outstanding	No. of votes in favour	No. of votes against	in favour on votes polled	against on votes polled	Votes
Category		held		Snares		,	(6)-[(4)/(2)]*100 (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100	∞
		_	2	(3)=[(2)/(1)]*100	4		10000	0.00	0
_			2071365	86.10	2071365	0	100.00	0 00	0
T	E-Voting		200 TOO	8 70	209400	0	100.00	0.00	0
Pron	Promoter &	2405865	209400	0.70		0	0.00	0.00	
Pro	_		0	0.00	2000	0	100.00	0.00	C
00		2405865	2280765	94.80	240000	0	100.00	0.00	0
			240000	9.73	240000		100.00	0.00	0
	E-Voting	2465485	1251790	50.77	1251/90		0.00	0.00	0
	Poll	740040		0.00	0	0	0.00	0.00	0
P	Public Postal Ballot(if applicable)		0	COEL	1491790	0	100.00	0.00	
	Total	2465485	1491790	00.51	2772555	0	100.00	0.00	
	Total	4871350	3772555	11.44	3112000				
	Total								



Total

	トーニー							IOIGI	
		T00.00	O	3772555	77.44	3772555	4871350	To+3	
0	0.00	100.00		1491/90	60.51	1491790	2465485	Total	
0	0.00	100.00	0	1/01700	0.00	c		Postal Ballot(if applicable)	-
0	0.00	0.00	0	0	0.00	0	740040	Poll	Public
	0.00	100.00	0	1251790	50.77	1251790	2465485	E-VOUIS	
	0.00	100.00	0	240000	9.73	240000		E Voting	
0	0.00	100.00	C	2280765	94.80	2280765	2405865	Total	group
0	0.00	100.00		C	0.00	0		Postal Ballot(if applicable)	Promoter
0	0.00	0.00	0		0.70	200400	2405865	Poll	רוטוווטנפו מ
c	0.00	100.00	0	209400	8 70	001000		k. E-Voting	Dromoter &
	0.00	100.00	0	2071365	86.10	2071365			
0	(7)=[(5)/(2)]*100	*100	5	4	(3)=[(2)/(1)]*100	2	1		
Votes	against on votes polled	_	No. of votes against	No. of votes in favour	% of votes polled on outstanding shares	No. of Votes polled	No. of Shares held	Mode of Voting	Category
.	% of votes	% of votes			100 Crores	be in excess of 100 Crores		Resolution required: (Special)	Resolution r
	(c) of the company	Resolution No. 3: Increase in borrowing power of the company under Section 180 (1) (c) of the company	he company un	wing power of t	3 : Increase in borro	Resolution No.			
es Act no	(a) of the Companie								
		100:00	c	3772555	77.44	3772555	4871350	Total	
0	0.00	100.00		1491/90	60.51	1491790	2465485	Total	
0	0.00	100.00	0	200	0.00	0		Postal Ballot(if applicable)	Public
0	0.00	0.00	0		30.77	17277	2465485	Poll	-
0	0.00	100.00	0	1251790	50.77	1251700		E-Voting	
0	0.00	100.00	0	240000	94.80	24/0822	2405865	Total	81000
0	0.00	100.00	0	2280765	0.00			Postal Ballot(if applicable)	group
C	0.00	0.00	0	0	0.00	0	740000	Poll	Dromotor.

Resolution required: (Ordinary)

Resolution No. 2: Appointment of Ms SG Kabra and Co Chartered Accountants Firm Registration No 104507W as a

Statutory Auditors of the Company

Category

Mode of Voting

Shares No. of

No. of Votes

% of votes polled on outstanding

No. of votes in

No. of votes against

in favour on votes

polled

votes polled against on % of votes

Invalid Votes

% of votes

(6)=[(4)/(2)]\*100 | (7)=[(5)/(2)]\*100

100.00 100.00 0.00

0.00 0.00

0 0 0 00 favour

polled

shares

held

Н

(3)=[(2)/(1)]\*100

86.10

8.70

209400 2071365

> 0 0 5

Promoter & Poll

2405865

2071365

E-Voting

Total

			-				)		
Resolution	Resolution required: (Special)		Resolution No. borrowing limit	Resolution No. 4 : Creation of charges mortgages and hypothecations under Section 180 (1) (a) within the overall borrowing limits fixed pursuant to Section 180 (1) (c) of the Companies Act 2013	ges mortgages a Section 180 (1)	nd hypothecati (c) of the Com	ons under Section 1 panies Act 2013	180 (1) (a) within th	ne overall
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour against	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled	Invalid Votes
		1.	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100	00
Dromotor 8.	E-Voting		2071365	86.10	2071365	0	100.00	0.00	0
Promoter	Poll	2405865	209400	8.70	209400	0	100.00	0.00	0
group	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	2405865	2280765	94.80	2280765	0	100.00	0.00	0
	E-Voting		240000	9.73	240000	0	100.00	0.00	0
Public	Poll	2465485	1251790	50.77	1251790	0	100.00	0.00	0
3	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
	Total	2465485	1491790	60.51	1491790	0	100.00	0.00	0
	Total	4871350	3772555	77.44	3772555	0	100.00	0.00	0
									>

No. of Votes polled polled         % of votes polled shares         No. of votes in a shares           2         (3)=[(2)/(1)]*100         4           2071365         86.10         2071365           209400         8.70         209400           0         0.00         0           2280765         94.80         2280765           240000         9.73         240000           1251790         60.00         0           0         0.00         0           1491790         60.51         1491790	Resolution r	Resolution required: (Special)		Resolution No. specified under	Resolution No. 5 : Giving of any loans or guarantees or to provide security in connection with a loan exceeding limit specified under section 186 of the Companies Act 2013 not exceed an aggregate amount of Rs 100 Crores	ans or guarantee Companies Act 2	s or to provide	security in connecti d an aggregate amoi	ion with a loan exc unt of Rs 100 Crore	eeding limit
E-Voting         1         2         (3)=[(2)/(1)]*100         4           E-Voting         2405865         2071365         86.10         2071365           Poll         2405865         209400         8.70         209400           Postal Ballot(if applicable)         2405865         2280765         94.80         2280765           E-Voting         2465485         1251790         9.73         240000           Poll         2465485         1251790         0         0           Total         2465485         1491790         60.51         1491790           Total         4871350         3772555         77.44         3772555	Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	ž	% of votes in favour on votes polled	% of votes against on votes polled	Invalid Votes
E-Voting         2071365         86.10           Poll         2405865         209400         8.70           Postal Ballot(if applicable)         2405865         2280765         94.80           E-Voting         2465485         1251790         50.77           Postal Ballot(if applicable)         0         0.00           Total         2465485         1491790         60.51           Total         4871350         3772555         77.44			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100 (7)=[(5)/(2)]*100	(7)=[(5)/(2)]*100	000
Poll         2405865         209400         8.70           Postal Ballot(if applicable)         2405865         2280765         94.80           Total         2405865         2280765         94.80           E-Voting         240000         9.73           Poll         2465485         1251790         50.77           Postal Ballot(if applicable)         0         0.00           Total         2465485         1491790         60.51           Total         4871350         3772555         77.44	Dromoter 2.			2071365	86.10	2071365	0	100.00	0.00	0
Postal Ballot(if applicable)         0         0.00           Total         2405865         2280765         94.80           E-Voting         2465485         1251790         9.73           Poll         2465485         1251790         50.77           Postal Ballot(if applicable)         0         0.00           Total         2465485         1491790         60.51           Total         4871350         3772555         77.44	Promoter		2405865	209400	8.70	209400	0	100.00	0.00	0
Total         2405865         2280765         94.80           E-Voting         2405485         240000         9.73           Poll         2465485         1251790         50.77           Postal Ballot(if applicable)         0         0.00           Total         2465485         1491790         60.51           Total         4871350         3772555         77.44	group	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
E-Voting         2465485         240000         9.73           Poll         2465485         1251790         50.77           Postal Ballot(if applicable)         0         0.00           Total         2465485         1491790         60.51           Total         4871350         3772555         77.44		Total	2405865	2280765	94.80	2280765	0	100.00	0.00	0
Poll         2465485         1251790         50.77           Postal Ballot(if applicable)         0         0.00           Total         2465485         1491790         60.51           Total         4871350         3772555         77.44		E-Voting		240000	9.73	240000	0	100.00	0.00	0
Postal Ballot(if applicable)         0         0.00           Total         2465485         1491790         60.51           Total         4871350         3772555         77.44	Public	Poll	2465485	1251790	50.77	1251790	0	100.00	0.00	0
Total 2465485 1491790 60.51 Total 4871350 3772555 77.44		Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00	0
4871350 3772555 77.44		Total	2465485	1491790	60.51	1491790	0	100.00	0.00	0
		Total	4871350	3772555	77.44	3772555	0	100.00	0.00	0

KIETSIDES RUE,

Resolution	Resolution required: (Special)		Resolution No.	Resolution No. 6: Adoption of new set of Articles of Association of the Company.	v set of Articles o	f Association o	of the Company.		
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	Invalid
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(5)]*100	0
Dromotor 9	E-Voting		2071365	86.10	2071365	0	100 00	000	0
Promoter &	Poll	2405865	209400	8.70	209400	0	100.00	0.00	0
Promoter	Doctor Ballatificaniania				20100	0	100.00	0.00	0
group	Postal Ballot(II applicable)		0	0.00	0	0	0.00	0.00	0
	Total	2405865	2280765	94.80	2280765	0	100 00	000	
	E-Voting		240000	9.73	240000	0 0	100.00	00.0	
Dilblic	Poll	2465485	1251790	50.77	1251790		100.00	0.00	0
	Postal Ballot(if applicable)		0	0.00	0		700.00	0.00	0
	Total	2465485	1491790	60.51	1491790		00.00	0.00	
	Total	4871350	3772555	77 44	3777555		100.00	0.00	0
			000	44.77	3/1/2333	0	100.00	0.00	0

Resolution	Resolution required: (Special)		Resolution No. 7 : Approval or limit not exceed Rs50 Crores	Resolution No. 7 : Approval of Related Party Transaction pursuant to the provisions of Section 188 within over all limit not exceed Rs50 Crores	ated Party Transa	action pursuant	to the provisions o	of Section 188 withi	n over all
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in No. of votes favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled	Invalid
		1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	001*((0)/(3)/-(2)	
Dromotor 9	E-Voting		282800	11.75	0	282800		100 00 100 100	8
בוחווחובו מ	Poll	2405865	c	000		00000	00.0	100.00	782800
Promoter	3/1-11-0 1-1-0			0.00	0	0	0.00	0.00	0
group	Postal Ballot(If applicable)		0	0.00	0	0	0.00	0.00	c
	Total	2405865	282800	11.75	0	282800	000	00.00	
	E-Voting		240000	9.73	240000	000707	0.00	100.00	282800
o.i.h.i.o	Poll	2465485	1251790	50.77	1251790		100.00	0.00	0
rubilc	Postal Ballot(if applicable)			000	00/11/37		100.00	0.00	0
				0.00	0	0	0.00	0.00	0
	lotal	2465485	1491790	60.51	1491790	0	100.00	00.0	c
	Total	4871350	1774590	36.43	1491790	282800	84.06		000000
							20110	1	202020

- 15. Since the majority of votes were casted in favour of the resolutions. I report that all resolutions as set out in the notice of the AGM has been passed with requisite majority.
- 16. The physical ballot forms and registers and records were handed over to the Chairman / Director Authorized by Board for safe keeping.

Thanking You,

Yours Truly,

For Pankaj Trivedi & Co.

Pankaj Trivedi (Proprietor)

M. No. 15301

Place: Mumbai Date: 30/09/2016



## DHANLAXIMI COTEX LIMITED

285, PRINCESS STREET, CHATURBHUJ JIVANDAS HOUSE, 2ND FLOOR, MUMBAI - 400 002. PH.: 6622 8050, 2200 8176 / 77, FAX : (91-22) 2208 9558

E-mail:dhancott@hathway.com CIN NO.: L51100MH1987PLC042280

Date: 30<sup>th</sup> September, 2016

To,

BSE Limited

Phiroze Jeejeebhoy Tower,

Dalal Street, Mumbai – 400001

## Scrip Code: 512485 Sub: Outcome / Gist of Proceeding of the 30<sup>th</sup> Annual General Meeting of Dhanlaxmi Cotex Limited held on 30<sup>th</sup> September, 2016

## Day, Date, Time and Venue of the Meeting:

The  $30^{th}$  Annual General Meeting of the Members of the Company was held on Friday,  $30^{th}$  September, 2016 commenced at 11:00 A.M., at the registered office of the Company at 285, Princess Street, C.J. House, 2nd Floor, Mumbai – 400002. The meeting was closed at 12.10 P.M. on the same day.

## The Brief details of the items deliberated at the meeting and result thereof:

- Shri Ramautar Sohanlal Jhawar, Director of the Company, Chaired the proceedings of the meeting.
- The requisite quorum being present, the Chairman called the meeting to order.
- The Chairman then delivered his speech to the members present.
- The Chairman further informed that the Board of Directors have engaged the services of Central Depository Services (India) Limited (CDSL) as the authorized agency to provide evoting facility and appointed Mr. Pankaj Trivedi, Company Secretary In Practice (Membership No: 15301), Mumbai as the scrutinizer for the purpose of Scrutinizing the voting through Ballot paper and remote e-voting process.
- The Chairman informed the Members that remote e-voting commenced at 9:00 a.m. 27<sup>th</sup> September, 2016 and ended at 5:00 p.m. on 29<sup>th</sup> September, 2016.



# DHANLAXIMI

PRINCESS STREET, CHATURBHUJ JIVANDAS HOUSE,

2ND FLOOR, MUMBAI - 400 002. PH.: 6622 8050, 2200 8176 / 77, FAX : (91-22) 2208 9558

E-mail :dhancott@hathway.com CIN NO.: L51100MH1987PLC042280

- The chairman informed the members that the facility for voting through physical ballot form is available at the meeting for the members who have not cast their vote through remote evoting.
- Thereafter following resolutions as set out in notice calling the 30<sup>th</sup> AGM were put for the members approval:

## **Ordinary Business:**

- 1. Consideration and adoption of Audited Balance Sheet as on 31st March, 2016, the Profit & Loss Account and Cash Flow Statement for the year ended on that date and the report of Director's & Auditors thereon. (Ordinary Resolution)
- 2. Ratification of appointment of M/s. S.G. Kabra & Co., Chartered Accountants, as the Statutory Auditor of the Company for conducting audit for F.Y. 2016-17 and fixing their remuneration (Ordinary Resolution)

## **Special Business:**

- 3. Increase borrowing powers of the Company up to Rs. 100 Crores u/s 180 (1) (C) of the Company Act, 2013. (Special Resolution)
- 4. Creation of Securities in connection with the borrowing of the Company u/s 180 (1) (a) of the Company Act, 2013. (Special Resolution)
- 5. Making of Investment, giving loans, guarantee and providing of securities beyond prescribed limit u/s 186 of the Companies Act, 2013. (Special Resolution)
- 6. Adoption of New Set of Articles of Association of the Company in conformity with Companies Act, 2013. (Special Resolution)
- 7. To enter into Related Party Transaction(s) pursuant to Section 188 of the Companies Act, 2013 upto Rs. 50 Crores with each related parties. (Special Resolution)
- The Chairman gave an overview of the financial performance of the company for the financial year ended 31st March, 2016 and its future outlook.



## DHANLAXIMI COTEX LIMITED

285, PRINCESS STREET, CHATURBHUJ JIVANDAS HOUSE, 2ND FLOOR, MUMBAI - 400 002.
PH.: 6622 8050, 2200 8176 / 77, FAX: (91-22) 2208 9558

E-mail :dhancott@hathway.com CIN NO.: L51100MH1987PLC042280

- The clarifications were provided to the queries raised by the members at the meeting.
- All the resolutions set out in the Notice calling 30<sup>th</sup> AGM were passed with the requisite majority.

The Chairman informed that the result of the e-voting and poll will be disseminated to the exchange and CDSL and will also be posted on company's' website.

For Dhanlaxmi Cotex Limited

Ramautar S. Jhawar (Director)

CC To,
The Manager
Central Depository Services (India) Ltd,
16<sup>th</sup> Floor, P. J. Tower,
Dalal Street, Fort, Mumbai -400 001