



DHANLAXMI COTEX LIMITED

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CIN : L51100MH1987PLC042280

Date: 30/09/2020

To,
The Bombay Stock Exchange Ltd
Corporate Relationship Dept,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Fort, Mumbai - 400 001

BSE Scrip Code: 512485

Sub: Details of Voting Results of the 34th Annual General Meeting of the Company held on 30th September, 2020, Pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015

Sir,

Pursuant to Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015), the details of the Voting Results of the 34th Annual General Meeting of the Company held on 30th September, 2020 are enclosed in the format specified by SEBI Vide Circular No. CIR/CFD/CMD/8/2015 dated 4th November, 2015.

We request your office to take this on record.

Yours faithfully,
For Dhanlaxmi Cotex Limited

Rahul Jhawar
(Director)



Encl: a/a

CC To,
National Securities Depository Limited
Trade World, A wing, 4th Floor,
Kamala Mills Compound, Lower Parel,
Mumbai - 400013

Dated: 30th September, 2020

To,

The Chairman

Dhanlaxmi Cotex Limited

285, Chatrabhuj Jivandas House,

2nd Floor, Princess Street,

Mumbai - 400002

Maharashtra,

SCRUTINIZER'S REPORT

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

Dear Sir,

I, Pankaj Trivedi, Company Secretary in Practice (Membership No. 15301), Proprietor of M/s. Pankaj Trivedi & Co., have been appointed as the scrutinizer of M/s. Sparc Systems Limited ("the Company") in their Board meeting held on 28th August, 2020 for the remote e-voting as well as the e-voting by Members during the 34th Annual General Meeting ("AGM") scheduled on Sunday, 27th September, 2020 at 01:00 p.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), where following items were transacted:

Resolution No.	Type of Resolution	Particulars
1	Ordinary Resolution	To receive consider and adopt the Annual Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
2	Ordinary Resolution	To appoint a Director in place of Mr. Rahul Mahesh Jhawar (DIN: 07590581) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible offers himself for re-appointment.
3	Ordinary Resolution	To appoint Statutory Auditors to fill casual vacancy caused by the resignation of M/s. R. Soni & Co., Chartered Accountants, Mumbai, having FRN130349W and to appoint M/s. Gohel & Associates LLP, Chartered Accountants, (FRN W100162), Mumbai, as the Statutory Auditors of the Company.
4	Special Resolution	Regularization of Appointment of Mrs. Laxmi Mahesh Jhawar (DIN: 00299699) as Non-Executive Director in the Company and to fix remuneration.
5	Ordinary Resolution	Appointment of Mr. Arpit Tibrewala (DIN: 08679570), as an Independent Director of the Company.

I submit report as under:

1. The Company held the 34th AGM on September 30th, 2020 through video conferencing at 01:00 p.m. IST in accordance with the provisions of Companies Act, 2013 (the Act) read with the General Circular numbers 20/2020, 14/2020, 17/2020 dated May 5, 2020, April 13, 2020 and April 8, 2020 respectively issued by the Ministry of Corporate Affairs.
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting at the AGM by the shareholders on the resolutions set out in the Notice of the 34th Annual General Meeting of the Company is the responsibility of the management.

My responsibility as a Scrutinizer was to ensure that the e-voting process is conducted in a fair and transparent manner and submit Scrutinizer's Report to the Chairman on the above mentioned resolutions in connection with total votes cast in favour or against if any, based on the reports generated from the electronic voting system.

3. The Company has informed that on the basis of Register of members, it has completed dispatch of Notice of AGM and Annual Report on Monday, 7th September, 2020 by E-mail (who had registered their email ids). This is in compliance with the MCA Circular number 20/ 2020 dated May 5, 2020 read with Circular 14/2020 dated April 8, 2020 and Circular number 17/ 2020 dated April 13, 2020 & SEBI Circular No. SEBI/ HO/ CFD/ CMD 1/ CIR/ Pf 2020/ 79 dated May 12, 2020.
4. The Company had published on 9th September, 2020 in Business Standard (English Daily) and 9th September, 2020 in The Global Times (Marathi Regional Daily), an advertisement about the dispatch Notice.
5. Voting rights were reckoned as on Monday, 23rd September, 2020 being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and voting at the AGM.
6. The voting facility for both for e-voting prior to AGM (remote e-voting) and electronic voting during the AGM (e-voting) was provided by Central Depository Limited (CDSL).
7. Remote e-voting platform was open from 9.00 a.m. on Sunday, September 27, 2020 till 5.00 p.m. on Tuesday, September 29, 2020 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the remote e-voting platform provided by Central Depository Services (India) Limited.
8. The facility to vote through electronic voting system as stated in point 6 above had been provided to facilitate voting for those Members who were present during the Meeting through VC/OAVM and had not cast their votes through Remote e-voting.
9. 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/>)
10. I observed that total 27 members had cast their votes through remote e-voting and no member had cast their votes at the AGM.
11. Consolidated Result with respect to the items on the agenda as set out in the Notice of the AGM is as under

THE CONSOLIDATED RESULT FOR VOTES CAST:

Resolution No.1: To receive consider and adopt the Annual Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	27	40,20,331	40,20,329	100%	2	0.00%	0	0.00%
Voting at AGM	0	0	0	0.00%	0	0.00%	0	0.00%
Total		40,20,331	40,20,329	100%	2	0.00%	0	0.00%

Resolution No.2: To appoint a Director in place of Mr. Rahul Mahesh Jhawar (DIN: 07590581) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible offers himself for re-appointment. (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	27	40,20,331	40,20,329	100%	2	0.00%	0	0.00%
Voting at AGM	0	0	0	0.00%	0	0.00%	0	0.00%
Total		40,20,331	40,20,329	100%	2	0.00%	0	0.00%

Resolution No.3: To appoint Statutory Auditors to fill casual vacancy caused by the resignation of M/s. R. Soni & Co., Chartered Accountants, Mumbai, having FRN130349W and to appoint M/s. Gohel & Associates LLP, Chartered Accountants, (FRN W100162), Mumbai, as the Statutory Auditors of the Company. (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	27	40,20,331	40,20,329	100%	2	0.00%	0	0.00%
Voting at AGM	0	0	0	0.00%	0	0.00%	0	0.00%
Total		40,20,331	40,20,329	100%	2	0.00%	0	0.00%

Resolution No.4: Regularization of Appointment of Mrs. Laxmi Mahesh Jhawar (DIN: 00299699) as Non-Executive Director in the Company and to fix remuneration. (Special Resolution)

Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	27	40,20,331	40,20,329	100%	2	0.00%	31,93,955	79.44%
Voting at AGM	0	0	0	0.00%	0	0.00%	0	0.00%
Total		40,20,331	40,20,329	100%	2	0.00%	31,93,955	79.44%

- Mr. Mahesh S. Jhawar, Mr. Rahul M. Jhawar and Mrs. Laxmi M. Jhawar being relatives and promoters of the company are interested in above resolution and therefore votes casted by them in favour of the resolution out of total votes cast are considered as invalid votes.
- The percentage of invalid votes are counted on basis of Total number of votes declared invalid / No. of Total Votes * 100.

