

K. ARUN & CO.

Company Secretaries

21st March, 2016

Mr. Sudhir Prakash
Chairman
DLX LIMITED
Kanak Building,
41 Chowringhee Road
KOLKATA - 700071

Sub: Consolidated Scrutinizer's Report on voting through Remote E-voting and Ballot Process conducted pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

I, Arani Guha, Partner of M/s. K Arun & Co., Practicing Company Secretaries, appointed by the Board of Directors of **DLX LIMITED** (the Company) to act as the Scrutinizer for the purpose of scrutinizing the voting process through Remote E-voting and Ballot Papers conducted pursuant to the provisions of Sections 108 and 109 of the Companies Act, 2013 ("Act") read with Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the **Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015**, in respect of the Resolutions mentioned in the Extra Ordinary General Meeting (EOGM) Notice dated 15th February, 2016.

The Management of the Company is responsible to ensure the compliance with the requirements of the Sections 108 and 109 of the Act read with Companies (Management and Administration) Rules, 2014. My responsibility as a Scrutinizer is only to the extent of making Scrutinizer Report for ascertaining the votes cast in "favour" or "against" for respective resolutions of the EOGM Notice.

A person whose name was recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. 14th March, 2016 was entitled to vote on the resolutions of the EOGM Notice.

The Company had engaged the services of its Registrar & Transfer Agent, Central Depository Services India Limited (CDSL) for providing remote e-voting facility and the service provider had set up the remote e-voting facility on its website <https://www.evoting.cdsl.com/>.



The Service Provider has provided a system for recording the electronic votes of the shareholders on all the items of the business sought to be transacted at the EOGM. The shareholders who were present on 21st day of March, 2016 at the venue of the meeting and had not opted to vote through the remote e-voting were provided with the facility to exercise their vote through Ballot Papers.

I hereby submit my Report as under:

- 1 The period for remote e-voting had commenced at 9.00 a.m. on Friday, 18th day of March, 2016 and closed at 5.00 p.m. on Sunday, 20th day of March, 2016. At the end of the remote e-voting period, the facility was blocked by the Service Provider.
- 2 At the venue of the EOGM, the empty Ballot Box kept for voting through Ballot Process was locked in my presence and members who were present at the meeting. The locked Ballot Box upon completion of the voting was unlocked in my presence. After the conclusion of the counting of votes through Ballot Papers, the votes cast through remote e-voting were unblocked in presence of 2 witnesses Ms. Neha Chaurasia and Mr. Prateek Kohli who are not in the employment of the Company. The results of remote e-voting are based on the reports generated from Service Provider website <https://www.evoting.cdsl.com>.
- 3 We have collated the votes downloaded from the remote e-voting, and ballot papers to declare the final results for each of the resolution forming part of the EOGM Notice and to ascertain the number of shares voted in "Favour" or "Against". The members who have abstained from the voting during the aforesaid voting process have not been considered in preparation of the Consolidated Report. The Ballot Papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

I hereby submit Consolidated Scrutinizer Report as per the provisions of Section 108 and 109 of the Act and Regulation 44(1) of the **Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015** containing the results of each of the resolutions of the EOGM as detailed in **Annexure A**.

I hereby confirm that the Registers and Records generated from the e-voting platform of the Service Provider including Registers maintained in respect of votes cast through Remote e-voting and Ballot process are being maintained in the electronic form.

The Registers and all other records/ papers relating to Remote e-voting and Ballot process shall remain in our custody till the Chairman considers, approves and signs the EOGM Minutes and thereafter the same shall be returned.



You may accordingly declare the Result of Voting for each Resolution of the EOGM Notice as detailed in the attachment and marked as **Annexure-A**.

Thanking you,

Place: Kolkata
Dated: 21.03.2016



For K ARUN & CO
Company Secretaries

Arani Guha
(ARANI GUHA)
Partner
C.P. No. 9573

We, the undersigned witnesses that the votes in respect of e-voting of shareholders of DLX LIMITED were unblocked from e-voting website of Central Depository Services India Limited (CDSL) in our presence at 01.00 p.m. on 21st day of March, 2016.

Neha Chaurasia

Neha Chaurasia
14, B K Paul Lane
Kolkata - 700006

Prateek Kohli

Prateek Kohli
2/71, Azadghar, 3rd Floor Regent
Park, Near Udyogi Club
Kolkata - 700040

Countersigned by
For **DLX LIMITED**

Sudhir Prakash

Sudhir Prakash
Chairman
DIN: 00434020

Annexure-A

Particulars	Number of Members voted through Remote E-voting	Number of Remote E-votes casted	Number of Members voted through Ballot Papers	Number of votes casted by Ballot Papers	Total No. of votes cast through Remote-voting, Physical Ballots and Ballot Papers	% of total number of valid votes cast
	1	2	3	4	5=(2) + (4)	6
Item No. 1 : Special Resolution for Conversion of Zero Percent Fully Convertible Bonds into Equity Shares.						
Voted in favour of the resolution	0	0	129	2992400	2992400	100.000
Voted against the resolution	0	0	0	0	0	0.000
Total	0	0	129	2992400	2992400	100.00
Invalid /Abstain votes	0	0	0	0	0	-
Item No. 2 : Special Resolution for Consent for Allotment of Equity shares to the shareholders.						
Voted in favour of the resolution	0	0	129	2992400	2992400	100.000
Voted against the resolution	0	0	0	0	0	0.000
Total	0	0	129	2992400	2992400	100.00
Invalid /Abstain votes	0	0	0	0	0	-

Place: Kolkata
Dated: 21.03.2016



For K ARUN & CO
Company Secretaries
Arani Guha
(Arani Guha)
Partner
C.P. No. 9573