



Dhanlaxmi FABRICS LTD.

Corporate Office : 401/402, Kailash Coporate Lounge, Park Site, Vikhroli (West) Mumbai - 400 078.
Phone : 022-25181103 / 25181102 • CIN No. : L17120MH1992PLC068861

Date: 26th September, 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

Dear Madam/Sir,

Sub: Scrutinizer Report of 28th AGM held on 26th September, 2020.

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015), we herewith submit consolidated Scrutinizers report for remote e-voting and voting done during 28th Annual General Meeting (AGM) held on Saturday, 26th September, 2020 at 01.00 p.m. through Video-Conferencing/ other Audio Visual means in accordance with the Circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India and business(es) mentioned in the Notice dated 19th August, 2020 convening the AGM.

We are requested to take this on record.

Thanking You.
Yours Faithfully,
For Dhanlaxmi Fabrics Limited

Vinod S. Jhawar
Vinod Jhawar
(Managing Director)



Encl: a/a

Dated: 26th September, 2020

To,

The Chairman

Dhanlaxmi Fabrics Limited

Manpada Road, Bhopar Village,

Dombivali (East), Mumbai - 421204

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. Dhanlaxmi Fabrics Limited ("the Company") in their Board meeting held on 19th August, 2020 for the remote e-voting as well as the e-voting by Members during the 28th Annual General Meeting ("AGM") scheduled on Saturday, 26th 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	Adoption of Audited Financial Statements for the Financial Year ended March 31, 2020.
2	Ordinary Resolution	To appoint a Director in place of Mr. Mukul V Jhawar (DIN: 07966851) 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	Ratification of appointment of Mr. Dilip Murlidhar Bathija, Cost Accountants, as a Cost Auditors of the Company.
4	Ordinary Resolution	To Appoint Mr. Athul Rungta (DIN: 00305731) as an Independent Director of the Company.

I submit report as under:

1. The Company held the 28th AGM on September 26th, 2020 through video conferencing at 1:00 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 28th 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 Thursday, 3rd 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 4th September, 2020, an advertisement about the dispatch Notice in one English Daily and in one Regional Daily.
5. Voting rights were reckoned as on Saturday, 19th 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 Wednesday, September 23, 2020 till 5.00 p.m. on Friday, September 25, 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 32 members had cast their votes through remote e-voting and 1 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 and Consolidated 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	32	77,82,994	77,82,993	100%	1	0.00%	0	0.00%
Voting at AGM	1	1	1	100%	0	0.00%	0	0.00%
Total		77,82,995	77,82,994	100%	1	0.00%	0	0.00%

Resolution No.2: To appoint a Director in place of Mr. Mukul V Jhawar (DIN: 07966851) 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	32	77,82,994	77,82,993	100%	1	0.00%	0	0.00%
Voting at AGM	1	1	1	100%	0	0.00%	0	0.00%
Total		77,82,995	77,82,994	100%	1	0.00%	0	0.00%



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Date of AGM	26th September, 2020
Record date Cut Off date	19th September, 2020
Total number of Shareholders on record date:	999
No. of shareholders present in the meeting either in person or through proxy*: (Based on shareholders registering attendance)	
(a) Promoter & Promoter group	0
(b)Public	0
No. of shareholders attended the meeting through Video Conferencing:	
(a) Promoter & Promoter group	7
(b)Public	8
No. of resolution passed in the meeting	4

Agenda - Wise disclosure

Resolution required: (Ordinary)			Resolution No. 1 : Consideration and adoption of the Audited Standalone and Consolidated 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 together with the reports of the Board of Directors and the Auditors thereon					
Weather Promoter / Promoter group are interested in the Resolution?			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
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter & Promoter group	E-Voting	6428506	6428006	100%	6428006	0	100%	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		6428506	6428006	100%	6428006	0	100%
Public - Institutional Holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	2152594	1354989	62.95%	1354988	1	100%	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2152594	1354989	62.95%	1354989	1	100%
Total		8581100	7782995	90.70%	7782995	1	100%	0.00



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Resolution required: (Ordinary)			Resolution No. 2 : Re-appointment of Director in place of Mr. Mukul Vinod Jhawar DIN:007966851, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.					
Weather Promoter / Promoter group are interested in the Resolution?			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
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	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		6428506	6428006	100%	6428006	0	100%
Public - Institutional Holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	2152594	1354989	62.95%	1354988	1	100%	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2152594	1354989	62.95%	1354989	1	100%
Total		8581100	7782995	90.70%	7782995	1	100%	0.00

Resolution required: (Ordinary)			Resolution No. 3 : Ratification of appointment of Mr. Dilip Murlidhar Bathija., Cost Accountants, as a Cost Auditors of the Company					
Weather Promoter / Promoter group are interested in the Resolution?			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
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Promoter & Promoter group	E-Voting	6428506	6428006	100%	6428006	0	100%	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		6428506	6428006	100%	6428006	0	100%



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Public - Institutional Holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	2152594	1354989	62.95%	1354988	1	100%	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2152594	1354989	62.95%	1354989	1	100%
Total		8581100	7782995	90.70%	7782995	1	100%	0.00

Resolution required: (Ordinary)			Resolution No. 4 : Appointment of Mr. Athul Rungta (DIN: 00305731) as an Independent Director of the Company.					
Weather Promoter / Promoter group are interested in the Resolution?			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
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter & Promoter group	E-Voting	6428506	6428006	100%	6428006	0	100%	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		6428506	6428006	100%	6428006	0	100%
Public - Institutional Holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	2152594	1354989	62.95%	1354988	1	100%	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		2152594	1354989	62.95%	1354989	1	100%
Total		8581100	7782995	90.70%	7782995	1	100%	0.00

For Dhanlaxmi Fabrics Limited

Vinod S. Jhawar

Vinod Jhawar
(Managing Director)

