

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: 29th September, 2021

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: Submission of Scrutinizer Report along with Report under regulation 44 of SEBI (LODR) Regulations, 2015 for 29th AGM held on 29th September, 2021.

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015), we herewith submit Scrutinizers report for remote e-voting process of 29th Annual General Meeting (AGM) held on Wednesday, 29th September, 2021 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 06th August, 2021 convening the AGM was transacted thereat.

Scrutinizers Report along with report under Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015), on the remote E-voting is enclosed below.

We are requested to take this on record.

Thanking You

Yours faithfully,
For Dhanlaxmi Fabrics Limited

Vinod S. Jhavar
Vinod Jhavar
(Managing Director)



Encl: a/a

Dated: 29th September, 2021

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]

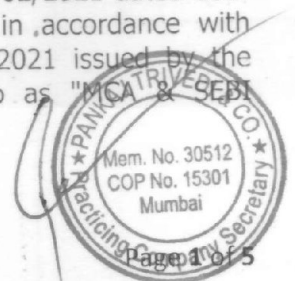
Dear Sir,

I, Pankaj Trivedi, Company Secretary in Practice (Membership No. 30512), 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 6th August, 2021 for the remote e-voting as well as the e-voting by Members during the 29th Annual General Meeting ("AGM") scheduled on Wednesday, 29th September, 2021 at 01.00p.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 and Consolidated Financial Statements consisting of the Balance Sheet as at March 31, 2021, 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. Mahesh S Jhawar (DIN: 00002908) 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	Appointment of M/s. Talati & Associates Cost Accountants, as Cost Auditors of the Company.
4	Ordinary Resolution	Re-classification of certain members of the Promoters & Promoter group from "Promoters & Promoter Group" category to "Public" category.
5	Special Resolution	Appointment of Mr. Mukul Vinod Jhawar (DIN: 07966851) as Whole Time Director of the Company.

I submit report as under:

1. The Company held the 29th AGM on September 29th, 2021 through video conferencing scheduled at 01.00p.m. IST commence around 01.06 p.m. in accordance with the provisions of Companies Act, 2013 (the Act) read with the General Circular No. 20/2020 dated 5th May, 2020, read with circulars dated 8th April, 2020 and 13th April, 2020 and General Circular No.02/2021 dated 13th January 2021 issued by the Ministry of Corporate Affairs ("MCA") and in accordance with the circular dated 1th May, 2020 read with circular dated 15th January, 2021 issued by the Securities and Exchange Board of India ("SEBI") commonly referred to as "MCA & SEBI CIRCULARS".



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 29th 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 Tuesday, 7th September, 2021 by E-mail (who had registered their email ids). This is in compliance with the MCA General Circular No.02/2021 dated 13th January 2021; MCA Circular dated 15th January, 2021 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 an advertisement about the dispatch Notice in The Free Press Journal(English Daily) and Nav-Shakti(Marathi Regional Daily) on 7th September, 2021.
5. Voting rights were reckoned as on Wednesday, 22nd September, 2021 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. The remote e-voting platform was open from 9.00 a.m. on Sunday, September 26, 2021 till 5.00 p.m. on Tuesday, September 28, 2021 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. 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. As per attendance report downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com/>) total 38 members had joined the E-AGM apart from Mr. Vinod S. Jhawar, Mr. Mahesh S. Jhawar and Mr. Mukul V. Jhawar who had joined the E-AGM from the panellists link provided by the Central Depository Services (India) Limited.
11. Based on report downloaded as mentioned from the website of CDSL. I observed that total 47 members have cast their votes in favour of agenda no. 1 and 3; 46 members have cast their votes in favour of agenda no. 2; 39 members have cast their votes in favour of agenda no. 4 and 38 members have cast their votes in favour of agenda no. 5 and 1 member against of agenda no. 5 through remote e-voting and one member had cast his votes at the AGM.
12. 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, 2021, 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	47	53,41,585	53,41,585	100%	-	0.00%	0	0.00%
Voting at AGM	1	300	300	100%	-	0.00%	-	0.00%
Total	48	53,41,885	53,41,885	100%	-	0.00%	0	0.00%

Resolution No.2: To appoint a Director in place of Mr. Mahesh S Jhawar (DIN: 00002908) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible offer 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	46	52,57,485	52,57,485	100%	-	0.00%	0	0.00%
Voting at AGM	1	300	300	100%	-	0.00%	-	0.00%
Total	47	52,57,785	52,57,785	100%	-	0.00%	0	0.00%



Resolution No.3: Appointment of M/s. Talati & Associates Cost Accountants, as a Cost Auditor 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	47	53,41,585	53,41,585	100%	-	0.00%	0	0.00%
Voting at AGM	1	300	300	100%	-	0.00%	-	0.00%
Total	48	53,41,885	53,41,885	100%	-	0.00%	0	0.00%

Resolution No.4: Re-classification of certain members of the Promoters & Promoter group from "Promoters & Promoter Group" category to "Public" category (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	39	2,06,231	2,06,231	100%	-	0.00%	0	0.00%
Voting at AGM	1	300	300	100%	-	0.00%	-	0.00%
Total	40	2,06,531	2,06,531	100%	-	0.00%	0	0.00%



Resolution No.5: Appointment of Mr. Mukul Vinod Jhawar (DIN: 07966851) as Whole Time Director of the Company(Special Resolution)

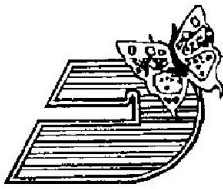
Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	39	2,06,231	2,06,131	99.95%	100	0.05%	0	0.00%
Voting at AGM	1	300	300	100%	-	0.00%	-	0.00%
Total	40	2,06,531	2,06,431	100%	100	0.05%	0	0.00%

Based on the aforesaid result, I report that the Item No.1 to 5 of Notice of the AGM has been passed with requisite majority

Thanking You,
For Pankaj Trivedi & Co.,
UDIN: A030512E001039366



Pankaj Trivedi
(Proprietor)
CP No. 15301 | Mem No. 30512
Place: Mumbai
Date: 29/09/2021



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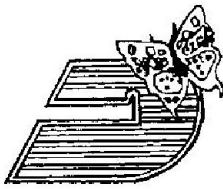
Corporate Office : 401/402, Kailash Corporate Lounge, Veer Savarkar Marg, Park Site, Vikhroli (West) Mumbai - 400 079.
Phone : 022-25181103 / 25181102 • CIN No. : L17120MH1992PLC068861

Date of AGM	29th September, 2021
Record date Cut Off date	22 nd September, 2021
Total number of Shareholders on record date:	1,100
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	5
(b) Public	36
No. of resolutions passed in the meeting	5

Agenda - Wise disclosure

Resolution required / Type: (Ordinary)			Resolution No.1: To receive consider and adopt the Annual Standalone and Consolidated Financial Statements consisting of the Balance Sheet as at March 31, 2021, 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.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes cast	% 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	64,28,506	51,35,354	79.88	51,35,354	0	100.00	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		64,28,506	51,35,354	79.88	51,35,354	0	100.00
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	21,52,594	2,06,531	9.59	2,06,531	0	100.00	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		21,52,594	2,06,531	9.59	2,06,531	0	100
Total		85,81,100	53,41,885	62.25	53,41,885	0	100	0.00



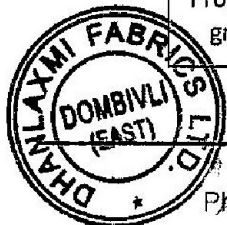


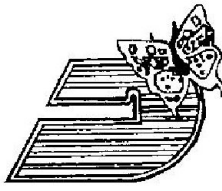
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Resolution required / Type: (Ordinary)			Resolution No.2: To appoint a Director in place of Mr. Mahesh S Jhawar (DIN: 00002908) who retires by rotation in terms of section152(6) of the Companies Act, 2013 and, being eligible offer himself for re-appointment.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes cast	% 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	64,28,506	50,51,254	78.58	50,51,254	0	100.00	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		64,28,506	50,51,254	78.58	50,51,254	0	100.00
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	21,52,594	2,06,531	9.59	2,06,531	0	100.00	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		21,52,594	2,06,531	9.59	2,06,531	0	100
Total		85,81,100	52,57,785	61.27	52,57,785	0	100	0.00

Resolution required / Type: (Ordinary)			Resolution No.3: Appointment of M/s. Talati & Associates Cost Accountants, as a Cost Auditor of the Company.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes cast	% 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	64,28,506	51,35,354	79.88	51,35,354	0	100.00	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		64,28,506	51,35,354	79.88	51,35,354	0	100.00





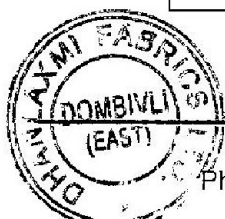
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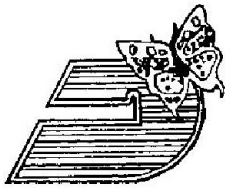
	Total	64,28,506	51,35,354	79.88	51,35,354	0	100.00	0.00
Public - Institutional Holders	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot(if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0	0.00	0	0	0.00
Public - Non Institutions	E-Voting	21,52,594	2,06,531	9.59	2,06,531	0	100.00	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		21,52,594	2,06,531	9.59	2,06,531	0	100
Total	85,81,100	53,41,885	62.25	53,41,885	0	100	0.00	

Resolution required / Type: (Ordinary)			Resolution No.4: Re-classification of certain members of the Promoters & Promoter group from "Promoters & Promoter Group" category to "Public" category.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes cast	% 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	64,28,506	0	0.00	0	0	100.00	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		64,28,506	0	0.00	0	0	100.00
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	21,52,594	2,06,531	9.59	2,06,531	0	100.00	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		21,52,594	2,06,531	9.59	2,06,531	0	100
Total	85,81,100	2,06,531	2.41	2,06,531	0	100	0.00	

Resolution required / Type: (Special)	Resolution No.5: Appointment of Mr. Mukul Vinod Jhavar (DIN: 07966851) as Whole Time Director of the Company.
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Regd. Office : Bhopar Village, Manpada Road, Dombivli (East) - 421 204.
Phone : 0251-2870589 / 2870590 / 91/ 92 • E-mail : info@dfi.net.in • Website : www.dfi.net.in



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Weather Promoter / Promoter group are interested in the agenda/ Resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes cast	% 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	64,28,506	0	0.00	0	0	100.00	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	64,28,506	0	0.00	0	0	100.00	0.00
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	0.00
Public - Non Institutions	E-Voting	21,52,594	2,06,531	9.59	2,06,431	100	99.95	0.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	21,52,594	2,06,531	9.59	2,06,431	100	99.95	0.05
Total		85,81,100	2,06,531	2.41	2,06,431	100	100	0.00

There are no Invalid votes on agenda No.1 to 5 and all resolutions has been passed with required majority.

Yours faithfully,
For Dhanlaxmi Fabrics Limited

Vinod S. Jhawar

Vinod S. Jhawar
(Managing Director)
DIN: 00002903



Place: Mumbai
Date: 30.09.2021