

Dhanlaxmi FABRICS LTD.

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: 29th March, 2022

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 ID / Code:	DHANFAB / 521151
Subject:	Voting Results of Postal Ballot
Reference:	Regulation 44(3) of SEBI (Listing Requirements) Regulations, 2015


Dear Madam/Sir,

Pursuant to Regulation 44(3) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the resolutions mentioned in the Postal Ballot notice dated 14th February, 2022, has been passed by the members of the Company with requisite majority. The approval is deemed to have been received on the last date of receipt of postal ballot i.e 28th March, 2022.

Further, Pursuant to the provisions of the Section 108 and 110 of the Companies Act, 2013 and Rule 20(4)(xii) and Rule 22 of the Companies (Management and Administration) Rules, 2014, Report of the Scrutinizer dated 28th March, 2022 is also enclosed herewith.

Kindly acknowledge the Receipt.

Thanking You
Yours Faithfully
For Dhanlaxmi Fabrics Limited


Mukul Vinod Jhavar
(Whole Time Director)
DIN: 07966851
Place: Mumbai



Encl:

1. Scrutinizers Report
2. Voting results in prescribed format of Regulation 44(3) of Listing Regulations, 2015

Pankaj Trivedi

B.Com, CS, LLB

Mob: 9224174118

Email: pankajtrivedicsllb@gmail.com

PANKAJ TRIVEDI & Co.

Practicing Company Secretaries

A/601, Maitri Residency, Liberty Garden

Road No.1, Opp. Trimurti Tower, Malad

(West), Mumbai – 400064

Dated: 28th March, 2022

To,

The Chairman

Dhanlaxmi Fabrics Limited

401/402, Kailash Corporate Lounge,

Park Site, Vikhroli (West) - 400079

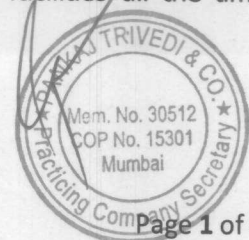
Scrutinizer's Report on Postal Ballot process conducted through electronic voting system in accordance with the provisions of Section 108 and Section 110 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 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 14th February, 2022 for the purpose for the purpose of conducting the postal ballot in respect of the Resolutions mentioned in the Notice of Postal Ballot dated 14th February, 2022.

I submit my report as under:

1. As per the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021 issued by the Ministry of Corporate Affairs ('MCA Circulars'), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on account of threat posed by COVID- 19 pandemic situation, the Company has sent the Postal Ballot Notice dated 14th February, 2022, on Friday, 25th February, 2022 by email only to the members who have registered their e-mail address with the Company / Depositories.
2. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes were not dispatched to Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting system only.
3. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the rules made thereunder including circulars mentioned in point 1 above and (ii) the Securities and Exchange Board of India (LODR) Regulations, 2015 with the Stock Exchanges, relating to postal ballot including voting by electronic means.
4. My responsibility as Scrutinizer is restricted to prepare a Scrutinizer's Report for the votes cast by members "In Favour" or "Against" the resolution(s) contained in the Notice, based on the report generated from E-Voting system of Central Depository Services (India) Limited, the authorised agency engaged by the Company to provide e-voting facilities till the time fixed for closing of the voting process.



5. The Members of the Company holding equity shares, as on the "cut-off date" i.e. Friday, 18th February, 2022 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 14th February, 2022, through remote e-voting only.
6. The Company has published an advertisement on 26th February, 2022 in "Business Standards" an English Newspaper and in "Mumbai Lakshdeep" a vernacular (Marathi) newspaper regarding completion of dispatch of Notice of Postal Ballot dated and also specifying therein the matters prescribed in the Rules with regard to e-voting.
7. The Company has appointed Central Depository Services (India) Limited (hereinafter referred to as "CDSL") for facilitating e-voting to enable the Members to cast their votes electronically. The remote e- Voting facility was kept open from Sunday, 27th February, 2022 (09.00 AM-IST) to Monday, 28th March, 2022 (05:00 PM-IST). The e-Voting facility was blocked forthwith thereafter.
8. The votes cast by the members electronically were unblocked after 05.00 PM i.e. approx. at 05.40 pm on 28th March, 2022 in the presence of two witnesses not in the employment of the Company. The report of the members' e-voting was downloaded thereafter.
9. The electronic votes recorded from Sunday, 27th February, 2022 (09.00 AM-IST) to Monday, 28th March, 2022 (05:00 PM-IST), being the last date and time fixed by the Company for remote e-Voting as available in the CDSL website have been considered in my scrutiny.
10. The Postal Ballot electronic votes were duly scrutinized and the shareholding was matched /confirmed with the Register of members of the Company as on Friday, 18th February, 2022, (Cut-off date) provided by M/s. Bigshare Services Pvt Ltd, the Registrar and Share Transfer Agent of the Company.
11. The soft copy of list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared Invalid/Abstain/Less Voted for resolutions are shared with the Company vide email dated 28th March, 2022.
12. The summary of remote e-Voting received for the following resolutions are as under:

Trushil

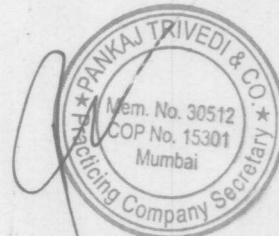
Witness - 1

Trushil Chudasama

Charmi

Witness - 2

Charmi Jobalia



13. The result of votes cast through E-voting is as under:

Resolution 1: Re-Appointment of Mr. Vinod Sohanlal Jhawar (DIN: 00002903) as Managing Director of the Company and to fix remuneration. (Special Resolution):

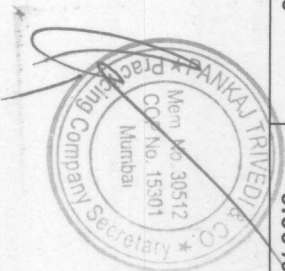
Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
86	2,03,819	2,03,819	100%	0	0.00%	500	0.25%

Resolution 2: To review the remuneration of Mr. Lalit Vinod Jhawar, a Chief Operating Officer of the Company. (Special Resolution):

Number of members voted through E-voting system	No. of Total Votes Cast	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
86	2,03,819	2,03,819	100%	0	0.00%	500	0.25%

Resolution 3: Payment of remuneration to Executive Directors. (Special Resolution):

Number of members voted through E-voting system	No. of Total Votes Cast	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
86	2,03,819	2,03,819	100%	0	0.00%	500	0.25%




Since majority votes were casted in favour of the resolutions. (i.e votes cast in favour of the resolutions are not less than three times the number of votes cast against resolutions) I, report that resolution no.1 to 3 as set out in the notice of Postal Ballot has been passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting are handed over to Mr. Vishnu H. Thakar, Company Secretary and Compliance Officer of the Company for safe keeping.

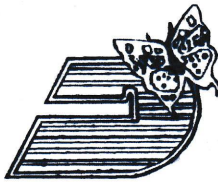
Kindly acknowledge the receipt.

Thanking You,
Yours Truly,

For Pankaj Trivedi & Co.,
UDIN: A030512C003230764


Pankaj Trivedi
(Proprietor)
COP No. 15301
Place: Mumbai
Date: 28/03/2022





Dhanlaxmi FABRICS LTD.

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

Regulation 44(3) of the SEBI (listing Obligations and Disclosures Requirements) Regulations, 2015

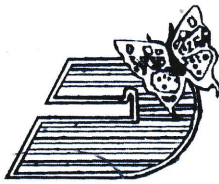
Date of Postal Ballot	28 th March, 2022
Record date / Cut Off date	18 th February, 2022
Total number of Shareholders on record date:	1187
No. of shareholders present in the meeting either in person or through proxy*: (Based on shareholders registering attendance)	Not Applicable
(a) Promoter & Promoter group	-
(b) Public	-
No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
(a) Promoter & Promoter group	-
(b) Public	-
No. of resolutions passed in the meeting	3

Agenda - Wise disclosure

Resolution required: (Special Resolution)			Resolution No. 1 - Re-Appointment of Mr. Vinod Sohanlal Jhawar (DIN: 00002903) as Managing Director of the Company and to fix remuneration.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)] *100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)] *100	% of votes against on votes polled (7)=[(5)/(2)] *100
		1	2		4	5		
Promoter & Promoter group	E-Voting	64,28,506	500	0.01	500	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		64,28,506	500	0.01	500	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	21,52,594	2,03,319	9.45%	2,03,319	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		21,52,594	2,03,319	9.47%	2,03,319	0	100%
Total		85,81,100	2,03,819	2.38%	2,03,819	0	100%	0.00

Details of Invalid Votes





Dhanlaxmi FABRICS LTD.

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

Category	No. of Votes
Promoter and Promoter Group	500
Public Institutions	0
Public - Non Institutions	0

Note: The invalid votes are those votes which have been cast by the member of promoter group.

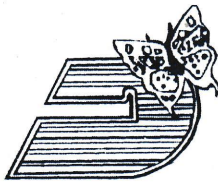
Resolution required: (Special Resolution)			Resolution No. 2 - To review the remuneration of Mr. Lalit Vinod Jhawar, a Chief Operating Officer of the Company.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour	No. of votes against	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
		1	2		4	5		
Promoter & Promoter group	E-Voting	64,28,506	500	0.01	500	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		64,28,506	500	0.01	500	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	21,52,594	2,03,319	9.45%	2,03,319	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		21,52,594	2,03,319	9.47%	2,03,319	0	100%
Total		85,81,100	2,03,819	2.38%	2,03,819	0	100%	0.00

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	500
Public Institutions	0
Public - Non Institutions	0

Note: The invalid votes are those votes which have been cast by the member of promoter group.

Resolution required: (Special Resolution)			Resolution No. 3 - Payment of remuneration to Executive Directors.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			Yes					





Dhanlaxmi FABRICS LTD.

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

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	64,28,506	500	0.01	500	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		64,28,506	500	0.01	500	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	21,52,594	2,03,319	9.45%	2,03,319	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		21,52,594	2,03,319	9.47%	2,03,319	0	100%
Total		85,81,100	2,03,819	2.38%	2,03,819	0	100%	0.00

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	500
Public Institutions	0
Public - Non Institutions	0

Note: The invalid votes are those votes which have been cast by the member of promoter group.

Since majority votes were casted in favour of the resolutions. I the undersigned report that resolution no.1, 2 and 3 as set out in the notice of Postal Ballot has been passed with requisite majority.

Kindly take the record of the same.

Yours faithfully,
For Dhanlaxmi Fabrics Limited



Mukul Vinod Jhawar
(Whole Time Director)
DIN: 07966851
Place: Mumbai
Date: 29/03/2022



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