



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: 02 October 2024

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

The Calcutta Stock Exchange
7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal

Ref: **BSE Scrip Code: 521151**

Sub: Voting results of the 32nd Annual General Meeting (AGM) of the Company along with Scrutinizer's Report

Dear Sir / Madam,

With reference to the aforesaid subject matter and pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith voting results (remote e-voting and e-voting done during AGM) of the 32nd Annual General Meeting (AGM) of the Company held on September 30, 2024.

Further, we are enclosing the Consolidated Report of the Scrutinizer on remote e-voting and evoting done during AGM.

We hereby request you to kindly take the same on record.

For Dhanlaxmi Fabrics Limited

Mr. Vinod Jhawar
(Managing Director, DIN: 00002903)

Encl: As Above



NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

REPORT OF SCRUTINIZER 32nd ANNUAL GENERAL MEETING

Date: 01st October, 2024

To,
The Chairman,
Dhanlaxmi Fabrics Limited
Bhopar Village, Manpada Road, Dombivlai East,
Thane-421204

Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and e-voting through electronic voting system at the 32nd Annual General Meeting of the Members of Dhanlaxmi Fabrics Limited held on Monday, 30th September, 2024 at 12:30 P.M. through Video Conferencing ("VC")/Other Audio-visual Means ("OAVM").

Dear Sir,

I, Nitesh Chaudhary, Proprietor of Nitesh Chaudhary & Associates, Practicing Company Secretary, have been appointed as Scrutinizer by the Board of Directors dated 04th September, 2024 to conduct the following:

- (i) Remote e-voting process done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014; and
- (ii) Electronic Voting at the 32nd AGM held on Monday, 30th September, 2024 under the provisions of Section 109 of the Companies Act, 2013 read with rule 21 of the Companies (Management and Administration) Rules, 2014 further read with MCA Circulars and SEBI Circulars.

The management of the company is responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made there under and the Listing Regulations issued, voting by electronic means. Our responsibility as Scrutinizer is restricted to make a Scrutinizer's Report of votes cast by the members for the resolutions contained in the notice based on report generated from the electronic platform provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

I submit my report as under:

1. As per the confirmation given by the Company, the Notice of 32nd AGM has been mailed by the company through electronic mode to those members who have registered their email addresses with the Company or their Depository Participant in compliance with the aforesaid MCA Circulars and SEBI Circular, the company has also informed that the Company has also given the publication in the Daily English and Vernacular language for Notice of 32nd AGM and Book Closure.
2. The E-voting period remained open from Friday, 27th September, 2024 (09:00 A.M.) and ends on Sunday, 29th September, 2024 (5:00 P.M.) and the shareholders holding shares as on the "cut-off" date i.e., Monday 23rd September, 2024 were entitled to vote on the proposed resolutions Item no. 1 to 5 as set out in the Notice of the 32nd AGM of the Company.
3. The Company had appointed Central Depository Services (India) Limited, for providing facilities to the shareholders for participation in the AGM through VC/OAVM and conducting the electronic voting by the shareholders at the AGM. After the time fixed for the closing of electronic voting at AGM by the Chairman, voting was closed and votes cast were unblocked.

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Email: csniteshchaudhary@gmail.com ; Mob. No. +91 86554 56923; +91 76669 91644
Website: www.csniteshchaudhary.com





NITESH CHAUDHARY & ASSOCIATES

PRACTICING COMPANY SECRETARY

4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the e-voting website of Central Depository Services (India) Limited i.e. (<https://www.evoting.cdsl.com>).

5. Attendance in 32nd AGM and Voting on Resolutions by the Members:

Total 25 members were attended 32nd AGM of the Company, out of 25 members who present, 37 members already casted their vote through Remote E-voting and 0 casted their vote through E-Voting at AGM.

The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evoting.cdsl.com>).

I am submitting a consolidated report on the basis of the votes exercised by the shareholders of the Company through remote e-voting prior to and during the AGM in respect of the said resolutions:

6. The combined result of the e-voting and e-voting at the time of AGM is as under:

Resolution No. : 1
Nature of Resolution : Ordinary Resolution
Subject Matter : To receive consider and adopt the Annual Audited Standalone and Consolidated Financial Statements consisting of the Balance Sheet as at March 31, 2024, 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.

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	37	7848873	100.00%
E-Voting at AGM	0	0	0.00
Total	37	7848873	100.00%

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total	0	0	0.00

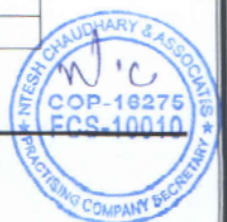
(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total	0	0

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Website: www.csniteshchaudhary.com





NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

Resolution No. : 2
Nature of Resolution : Ordinary Resolution
Subject Matter : To appoint a Director in place of Mr. Mahesh Sohanlal 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

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	34	6057022	100.00%
E-Voting at AGM	0	0	0.00
Total	34	6057022	100.00%

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total	0	0

Resolution No. : 3
Nature of Resolution : Ordinary Resolution
Subject Matter : Re-appoint M/s. RHAD & Co, (FRN: 102588W) Chartered Accountants, as Statutory Auditors for 2nd term of 5 years from F.Y.2024-25 to F.Y 2028-29 and to fix their remuneration.

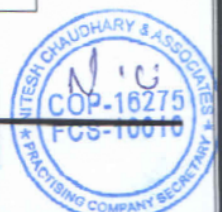
(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	37	7848873	100.00%
E-Voting at AGM	0	0	0.00
Total	37	7848873	100.00%

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total	0	0	0.00

(iii) Invalid votes:





NITESH CHAUDHARY & ASSOCIATES
PRACTICING COMPANY SECRETARY

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total	0	0

Resolution No. : 4
Nature of Resolution : Special Resolution
Subject Matter : Appointment/Re-appointment of Ms. Ayushi Gilra (DIN: 08511294) as a Non-Executive Independent Director of the Company for 2nd term of 5 years-.

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	37	7848873	100.00%
E-Voting at AGM	0	0	0.00
Total	37	7848873	100.00%

(ii) Voted against the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0	0	0.00
E-Voting at AGM	0	0	0.00
Total	0	0	0.00

(iii) *Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total	0	0

Resolution No. : 5
Nature of Resolution : Ordinary Resolution
Subject Matter : Appointment / Re-appointment of M/s. Talati & Associates Cost Accountants, as a Cost Auditors of the Company and to consider and if thought fit, to pass, with or without modification(s)

(i) Voted in favour of the resolution:

Mode	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	37	7848873	100.00%
E-Voting at AGM	0	0	0.00
Total	37	7848873	100.00%





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PRACTICING COMPANY SECRETARY

(ii) Voted against the resolution:

Mode	Number of members voted	of who	Number of votes cast by them	% of total number of valid votes cast
Remote E-Voting	0		0	0.00
E-Voting at AGM	0		0	0.00
Total	0		0	0.00

(iii) Invalid votes:

Mode	Total number of members whose votes were declared invalid	Total number of votes cast by them
Remote E-Voting	0	0
E-Voting at AGM	0	0
Total	0	0

The electronic data and all other relevant records relating to the e-voting are under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Note: According to the E-voting report downloaded from Central Depository Services (India) Limited and E-voting at AGM since the majority votes cast in the favour of all the resolutions set out in the notice of AGM hence the Resolution no. 1 -5 passed with requisite majority.

For Nitesh Chaudhary & Associates

Nitesh Chaudhary



Nitesh Chaudhary
Practicing Company Secretary
Membership No.: F10010
UDIN: F010010F001404579

Date: 01/10/2024

Received By _____

General information about company	
Scrip code	521151
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE953D01016
Name of the company	DHANLAXMI FABRICS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	30-09-2024
Start time of the meeting	12:30 PM
End time of the meeting	12:55 PM

Scrutinizer Details	
Name of the Scrutinizer	Nitesh Chaudhary
Firms Name	Nitesh Chaudhary & Associates
Qualification	CS
Membership Number	10010
Date of Board Meeting in which appointed	04-09-2024
Date of Issuance of Report to the company	01-10-2024

Voting results	
Record date	23-09-2024
Total number of shareholders on record date	2366
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	9
b) Public	16
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and the Auditors thereon					
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 and Promoter Group	E-Voting	6428506	6428006	99.9922	6428006	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6428506	6428006	99.9922	6428006	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2152594	1420867	66.0072	1420867	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2152594	1420867	66.0072	1420867	0	100
Total		8581100	7848873	91.467	7848873	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Mahesh Sohanlal Jhavar (DIN: 00002908), who retires by rotation and being eligible, offers himself for re-appointment				
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 and Promoter Group	E-Voting	6428506	4706355	73.2107	4706355	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6428506	4706355	73.2107	4706355	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2152594	1350667	62.746	1350667	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2152594	1350667	62.746	1350667	0	100
Total		8581100	6057022	70.5856	6057022	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Re-appoint M/s. RHAD & Co, (FRN: 102588W) Chartered Accountants, as Statutory Auditors of the Company				
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 and Promoter Group	E-Voting	6428506	6428006	99.9922	6428006	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6428506	6428006	99.9922	6428006	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2152594	1420867	66.0072	1420867	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2152594	1420867	66.0072	1420867	0	100
Total		8581100	7848873	91.467	7848873	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Re-Appoint Ms. Ayushi Gilra (DIN: 08511294) as a Non-Executive Independent Director of the Company				
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 and Promoter Group	E-Voting	6428506	6428006	99.9922	6428006	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6428506	6428006	99.9922	6428006	0	100
Public-Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2152594	1420867	66.0072	1420867	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2152594	1420867	66.0072	1420867	0	100
Total		8581100	7848873	91.467	7848873	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify and approve Appointment and remuneration of M/s. Talati & Associates Cost Accountants, as Cost Auditors of the Company				
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 and Promoter Group	E-Voting	6428506	6428006	99.9922	6428006	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		6428506	6428006	99.9922	6428006	0	100
Public- Institutions	E-Voting	0	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	2152594	1420867	66.0072	1420867	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2152594	1420867	66.0072	1420867	0	100
Total		8581100	7848873	91.467	7848873	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

