

General information about company

| | |
|--|-----------------------|
| Scrip code | 521151 |
| NSE Symbol | |
| MSEI Symbol | |
| ISIN | INE953D01016 |
| Name of the entity | DHANLAXMI FABRICS LTD |
| Date of start of financial year | 01-04-2023 |
| Date of end of financial year | 31-03-2024 |
| Reporting Quarter | Half Yearly |
| Date of Report | 30-09-2023 |
| Risk management committee | Not Applicable |
| Market Capitalisation as per immediate previous Financial Year | Any other |

Annexure I**Annexure I to be submitted by listed entity on quarterly basis****I. Composition of Board of Directors**

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson Yes

Whether Chairperson is related to MD or CEO Yes

| Sr | Title (Mr / Ms) | Name of the Director | PAN | DIN | Category 1 of directors | Category 2 of directors | Category 3 of directors | Date of Birth |
|----|-----------------|------------------------|------------|----------|--------------------------------------|-------------------------|-------------------------|---------------|
| 1 | Mr | Vinod Sohanlal Jhawar | AEFPJ6178M | 00002903 | Executive Director | Chairperson | MD | 22-02-1964 |
| 2 | Mr | Mahesh Sohanlal Jhawar | AABPJ1860C | 00002908 | Executive Director | Not Applicable | | 26-04-1961 |
| 3 | Mr | Mukul Vinod Jhawar | AHQPJ4625H | 07966851 | Executive Director | Not Applicable | | 23-01-1992 |
| 4 | Mr | Durgesh Shyamlal Kabra | AADPK7098M | 00017670 | Non-Executive - Independent Director | Not Applicable | | 01-03-1963 |
| 5 | Ms | Ayushi Gilra | AZVPG8095R | 08511294 | Non-Executive - Independent Director | Not Applicable | | 13-03-1993 |
| 6 | Mr | Athul Basant Rungta | ABTPR9896D | 00305731 | Non-Executive - Independent Director | Not Applicable | | 15-06-1963 |

I. Composition of Board of Directors

Disqualification of Directors under section 164 of the Companies Act, 2013

| Sr | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status |
|----|---------------------------------------|--------------------------------|------------------------------|-----------------------------|----------------|
| 1 | No | | | | |
| 2 | No | | | | |
| 3 | No | | | | |
| 4 | No | | | | |
| 5 | No | | | | |
| 6 | No | | | | |

| I. Composition of Board of Directors | | | | | | | | | | | | |
|--------------------------------------|---|------------------------------------|-----------------------------|------------------------|-------------------|--------------------------------|--|--|---|--|-----------------------------|-----------------------------|
| Sr | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re-appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No of Independent Directorship in listed entities including this listed entity [with reference to proviso to regulation 17A(1) & 17A(2)] | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| 1 | NA | | 01-11-2009 | 30-03-2022 | | | 1 | 0 | 0 | 0 | | |
| 2 | NA | | 01-10-1992 | | | | 2 | 0 | 0 | 0 | | |
| 3 | NA | | 06-08-2019 | | | | 1 | 0 | 0 | 0 | | |
| 4 | NA | | 28-05-2005 | 28-09-2019 | | 224 | 1 | 1 | 2 | 0 | | |
| 5 | NA | | 06-08-2019 | 28-09-2019 | | 53 | 1 | 1 | 2 | 1 | | |
| 6 | NA | | 10-02-2020 | 26-09-2020 | | 47 | 1 | 1 | 2 | 1 | | |

| Audit Committee Details | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Audit Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00305731 | Athul Basant Rungta | Non-Executive - Independent Director | Chairperson | 10-02-2020 | | |
| 2 | 08511294 | Ayushi Gilra | Non-Executive - Independent Director | Member | 06-08-2019 | | |
| 3 | 00017670 | Durgesh Shyamlal Kabra | Non-Executive - Independent Director | Member | 28-05-2005 | | |

| Nomination and remuneration committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Nomination and remuneration committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 00305731 | Athul Basant Rungta | Non-Executive - Independent Director | Chairperson | 10-02-2020 | | |
| 2 | 08511294 | Ayushi Gilra | Non-Executive - Independent Director | Member | 06-08-2019 | | |
| 3 | 00017670 | Durgesh Shyamlal Kabra | Non-Executive - Independent Director | Member | 28-05-2005 | | |

| Stakeholders Relationship Committee | | | | | | | |
|---|------------|---------------------------|--------------------------------------|-------------------------|---------------------|-------------------|---------|
| Whether the Stakeholders Relationship Committee has a Regular Chairperson | | | | | Yes | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 08511294 | Ayushi Gilra | Non-Executive - Independent Director | Chairperson | 06-08-2019 | | |
| 2 | 00305731 | Athul Basant Rungta | Non-Executive - Independent Director | Member | 10-02-2020 | | |
| 3 | 00017670 | Durgesh Shyamlal Kabra | Non-Executive - Independent Director | Member | 28-05-2005 | | |

Other Committee

| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
|----|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
|----|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|

Annexure 1

Annexure 1

III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory | | | | | | | | |
|--|---|--|---|------------------------------|--|---|---|---|
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 08-04-2023 | | | | Yes | 6 | 6 | 3 |
| 2 | 26-05-2023 | | 47 | | Yes | 6 | 6 | 3 |
| 3 | | 11-08-2023 | 76 | | Yes | 6 | 6 | 3 |

Annexure 1

IV. Meeting of Committees

| Disclosure of notes on meeting of committees explanatory | | | | | | | | | | |
|--|---------------------------------------|---|---|-------------------------|-------------------------------|--|--|--|---|--|
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reason for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors in the Committee as on date of the meeting | Number of Directors Present (All Directors including Independent Director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) |
| 1 | Audit Committee | 08-04-2023 | | | | Yes | 3 | 3 | 3 | 0 |
| 2 | Audit Committee | 26-05-2023 | 47 | | | Yes | 3 | 3 | 3 | 0 |
| 3 | Audit Committee | 11-08-2023 | 76 | | | Yes | 3 | 3 | 3 | 0 |
| 4 | Stakeholders Relationship Committee | 26-05-2023 | | | | Yes | 3 | 3 | 3 | 0 |
| 5 | Stakeholders Relationship Committee | 11-08-2023 | 76 | | | Yes | 3 | 3 | 3 | 0 |
| 6 | Nomination and remuneration committee | 08-04-2023 | | | | Yes | 3 | 3 | 3 | 0 |

Annexure 1

V. Related Party Transactions

| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|----------------------------------|--|
| 1 | Whether prior approval of audit committee obtained | Yes | |
| 2 | Whether shareholder approval obtained for material RPT | Yes | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | |

Annexure 1**VI. Affirmations**

| Sr | Subject | Compliance status (Yes/No) |
|----|---|----------------------------|
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

Annexure 1

| Sr | Subject | Compliance status |
|----|-------------------|-----------------------|
| 1 | Name of signatory | Vinod Sohanlal Jhavar |
| 2 | Designation | Managing Director |

Annexure III**III. Affirmations**

| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|----|--|--------------------------------------|-------------------------------|--|
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | |
| 5 | Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report | 24A(1) | Yes | |
| 6 | Submission of Annual Secretarial Compliance Report | 24A(2) | Yes | |
| 7 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | |
| 6 | | | | |

Annexure III

| | | |
|---|-------------------|-----------------------|
| 1 | Name of signatory | Vinod Sohanlal Jhavar |
| 2 | Designation | Managing Director |

| Additional Half yearly Disclosure | | | |
|---|---|--|--|
| Applicability of disclosure | Applicable | | |
| Reason for Non Applicability | Textual Information(1) | | |
| I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below | | | |
| (A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to | | | |
| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months | |
| Promoter or any other entity controlled by them | 0 | 0 | |
| Promoter Group or any other entity controlled by them | 38883678 | 38883678 | |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | |
| KMPs or any other entity controlled by them | 0 | 0 | |
| (B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By | | | |
| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months(taking into account any invocation) |
| Promoter or any other entity controlled by them | 0 | 0 | 0 |
| Promoter Group or any other entity controlled by them | 0 | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 0 | 0 |
| (C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by | | | |
| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
| Promoter or any other entity controlled by them | 0 | 0 | 0 |
| Promoter Group or any other entity controlled by them | 0 | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 0 | 0 |
| (D) Additional Information | | | Textual Information(2) |
| II. Affirmations | | | |
| Affirmations | | Compliance Status | Company Remarks |
| All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company. | | Yes | Textual Information(3) |
| Name | LALIT JHAWAR | | |
| Designation | CEO | | |
| Place | MUMBAI | | |
| Date | 18-10-2023 | | |

Details of Cyber security incidence

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter

No

Signatory Details

| | |
|-----------------------|-----------------------|
| Name of signatory | Vinod Sohanlal Jhavar |
| Designation of person | Managing Director |
| Place | Mumbai |
| Date | 18-10-2023 |

