

Dated: 30th September, 2023

To,
The Chairman
Dhanlaxmi Fabrics Limited
Manpada Road, Bhopar Village,
Dombivali (East), Mumbai - 421204

SCRUTINIZER'S REPORT

**[Pursuant to Section 108 of the Companies Act, 2013 of the Companies
(Management and Administration) Rules, 2014]**

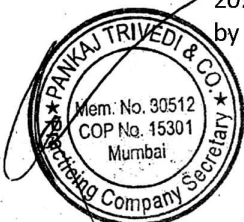
Dear Sir,

I, Pankaj Trivedi, Company Secretary in Practice (Membership No. 30512, COP: 15301), Proprietor of M/s. Pankaj Trivedi & Co., have been appointed as the scrutinizer by the Board in their Board meeting held on 11th August, 2023 for the purpose of scrutinizing the process of remote e-voting and electronic voting conducted during the Annual General Meeting ("AGM") 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) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for the 31st Annual General Meeting of the Company held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on **Saturday, September 30, 2023 at 01.00 p.m. IST.** Where the following items were transacted.

Item No.	Type of Resolution	Particulars
1	Ordinary Resolution	To receive consider and adopt the Annual Audited Standalone and Consolidated Financial Statements consisting of the Balance Sheet as at March 31, 2023, 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. Vinod Sohanlal Jhavar (DIN: 00002903) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible offers himself for re-appointment.
3	Special Resolution	Re-Appointment of M/s. Talati & Associates Cost Accountants, as Cost Auditors of the Company.

I, submit report as under:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 followed by General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (**collectively referred to as "MCA**

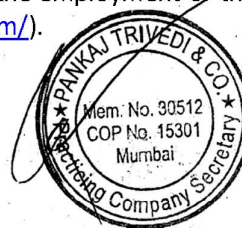


"Circulars") has permitted the holding of the AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) without the physical presence of the Members at a common venue. The Securities Exchange Board of India ("SEBI") vide its Circular dated January 15, 2021 read with SEBI Circulars dated May 13, 2022 and January 05, 2023 (**collectively referred to as "SEBI Circulars")** has granted relaxations in respect of sending physical copies of Annual Reports to shareholders and requirement of proxy for general meetings held through electronic mode. In compliance with the provisions of Companies Act, 2013, (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the above circulars the 31st Annual General Meeting of the Company was held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Saturday, September 30, 2023 at 01.00 p.m. IST.

Further as confirmed by the Company the Notice of the AGM along with the Annual Report 2022-23 is being sent on or before 08.09.2023 only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories") and also been uploaded on the website of the Company.

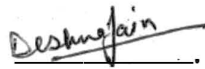
The Company had published an advertisement about the completion of dispatch of Notice of the 31st Annual General Meeting in '**Business Standard**' (English Daily) and '**Mumbai Lakshadeep**' (Marathi Regional Daily) on 9th September, 2023.

2. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the voting through electronic voting system during the AGM) on the resolutions proposed in the Notice calling the 31st Annual General Meeting of the Company was 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 e-voting facility both for e-voting prior to the AGM (remote e-voting) and the electronic voting at the AGM was availed from and provided by Central Depository Services (India) Limited (CDSL).
4. Voting rights were reckoned as on 23rd September, 2023 being the **Cut-off date** for the purpose of determining the entitlements of members at the remote e-voting and voting during the AGM.
5. The remote e-voting platform was open from 09.00 a.m. IST on **Wednesday, September 27, 2023** and closed at 05.00 p.m. IST on **Friday, September 29, 2023**. The 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 (CDSL).
6. The facility to vote through electronic voting system as stated in point 3 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.
7. After the closure of the voting by electronic means at the AGM, the votes cast through electronic voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Saturday, September 30, 2023 at around 02.06 p.m. in the presence of two witnesses viz., Ms. Deshna Jain and Ms. Drashti Panchal who are not in the employment of the Company, on the e-voting website of CDSL (<https://www.evotingindia.com/>).




8. As per attendance report downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com and attendance report as per zoom link shared by the CDSL for Directors, KMPs and Speaker Shareholders, total 33 members had joined the AGM.
9. Based on report downloaded as mentioned from the website of CDSL i.e. www.evotingindia.com. I observed that through remote evoting total 27 members have cast their votes in favour of agenda no. 1, 2 and 3 of the Notice of 31st AGM and No members have cast their votes in against of agenda no. 1, 2 and 3. Further 1 member has cast votes during the AGM in favour of agenda no. 1, 2 and 3 of the Notice of 31st AGM and No members have cast their votes in against of agenda no. 1, 2 and 3 during the AGM.
10. I hereby submit a Consolidated Scrutinizer's Report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 31st AGM based on the scrutiny of remote e-voting and the electronic voting during the AGM and votes cast therein based on the data downloaded from the electronic voting system of Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com.
11. The consolidated results with respect to the items on the agenda as set out in the Notice of the 31st AGM are as under.

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the Central Depository Services (India) Limited (CDSL) i.e. www.evotingindia.com in our presence on Friday, September 30, 2023 at around 02.06 p.m.


Deshna Jain
(Witness-1)




Drashti Panchal
(Witness-2)

THE CONSOLIDATED RESULT FOR VOTES CAST:

Resolution No.1: To receive consider and adopt the Annual Audited Standalone and Consolidated Financial Statements consisting of the Balance Sheet as at March 31, 2023, 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)

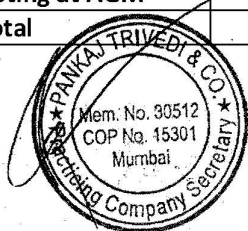
Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	27	65,47,696	65,47,696	100%	0	0.00%	0	0.00%
Voting at AGM	1	1,200	1,200	100%	0	0.00%	0	0.00%
Total	28	65,48,896	65,48,896	100%	0	0.00%	0	0.00%

Resolution No.2: To appoint a Director in place of Mr. Vinod Sohanlal Jhawar (DIN: 00002903) 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
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Voting at AGM	1	1,200	1,200	100%	0	0.00%	0	0.00%
Total	28	65,48,896	65,48,896	100%	0	0.00%	0	0.00%

Resolution No.3: Re-Appointment of M/s. Talati & Associates Cost Accountants, as Cost Auditors 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	27	65,47,696	65,47,696	100%	0	0.00%	0	0.00%
Voting at AGM	1	1,200	1,200	100%	0	0.00%	0	0.00%
Total	28	65,48,896	65,48,896	100%	0	0.00%	0	0.00%



Note:

1. Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.
2. The votes are considered invalid on account of abstained from voting or voting for lesser number of shares than actually held as on the cut-off date.

All the Resolutions mentioned in the AGM Notice dated 11th August, 2023 as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of electronic means with the requisite majority and hence deemed to be passed as on the date of the AGM.

I, hereby confirm that I am maintaining the soft copy of the registers received from the Service Provider (CDSL) in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of electronic means by the Members of the Company. All other relevant records relating to Remote E-voting and voting conducted at the AGM by way of Electronic means are under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,
For Pankaj Trivedi & Co.,
UDIN: A030512E001141481
PRN: S2016MH374500

P. Trivedi

Pankaj Trivedi
(Proprietor)
CP No. 15301
Mem No. 30512
Place: Mumbai
Date: 30/09/2023



Received with thanks by

Mr. Vinod Sohanlal Jhawar
(Managing Director)
DIN: 00002903
Place: Mumbai
Date: 30/09/2023