

Corporate Office : 401/402, Kailash Coporate Lounge, Park Site, Vikhroli (West) Mumbai - 400 078. Phone : 022-25181103 / 25181102 • CIN No. : L17120MH1992PLC068861

Date: 26th September, 2020

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: Scrutinizer Report of 28th AGM held on 26th September, 2020.

Pursuant to Regulation 44(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015), we herewith submit consolidated Scrutinizers report for remote e-voting and voting done during 28th Annual General Meeting (AGM) held on Saturday, 26th September, 2020 at 01.00 p.m. 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 19th August, 2020 convening the AGM.

We are requested to take this on record.

Thanking You. Yours Faithfully, For Dhanlaxmi Fabrics Limited

Vinod Jhawar (Managing Director)

Encl: a/a



Regd. Office & Process House : Bhopar Village, Manpada Road, Dombivli (East) - 421 204. Phone : 0251-2870589 / 2870590 / 91/92 ● E-mail : info@dfl.net.in ● Website : www.dfl.net.in ● GST No. 27AABCD1592N1ZC Weaving Unit : Plot No. B-2/3/13/14/15/16, Parvati Co-Op. Industrial Estate, Post : Yadrav, Tal. Shirol, Dist. Kolhapur.-416146. Phione : 023222-252696, 252699 ● GST No. 27AABCD1592N2ZB Pankaj Trivedi B.Com, CS, LLB Mob: 9224174118 Email: <u>pankajtrivedicsllb@gmail.com</u>

PANKAJ TRIVEDI & CO.

Practicing Company Secretaries D/203, Crystal Plaza, New Link Road, Opp. Infiniti Mall Andheri (West), Mumbai- 400053

Dated: 26th September, 2020

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. 15301), 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 19th August, 2020 for the remote e-voting as well as the e-voting by Members during the 28th Annual General Meeting ("AGM") scheduled on Saturday, 26th September, 2020 at 01:00 p.m. held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), where following items were transacted:

Resolution	Type of Resolution	Particulars
No.		
1	Ordinary Resolution	Adoption of Audited Financial Statements for the Financial Year ended March 31, 2020.
2	Ordinary Resolution	To appoint a Director in place of Mr. Mukul V Jhawar (DIN: 07966851) 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	Ratification of appointment of Mr. Dilip Murlidhar Bathija, Cost Accountants, as a Cost Auditors of the Company.
4	Ordinary Resolution	To Appoint Mr. Athul Rungta (DIN: 00305731) as an Independent Director of the Company.

I submit report as under:

- The Company held the 28th AGM on September 26th, 2020 through video conferencing at 1:00 p.m. IST in accordance with the provisions of Companies Act, 2013 (the Act) read with the General Circular numbers 20/2020, 14/2020, 17/2020 dated May 5, 2020, April 13, 2020 and April 8, 2020 respectively issued by the Ministry of Corporate Affairs.
- **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 28th 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 Thursday, 3rd September, 2020 by E-mail (who had registered their email ids). This is in compliance with the MCA Circular number 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 on 4th September, 2020, an advertisement about the dispatch Notice in one English Daily and in one Regional Daily.
- **5.** Voting rights were reckoned as on Saturday, 19th September, 2020 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.** Remote e-voting platform was open from 9.00 a.m. on Wednesday, September 23, 2020 till 5.00 p.m. on Friday, September 25, 2020 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.** Thereafter, 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.** I observed that total 32 members had cast their votes through remote e-voting and 1 member had cast their votes at the AGM.
- **11.** 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:

Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors Sheet as at March 31, 2020, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and Explanatory Resolution No.1: To receive consider and adopt the Annual Standalone and Consolidated Financial Statements consisting of the Balance thereon. (Ordinary Resolution)

0.00%	0	0.00%	-	100%	77,82,994	77,82,995		Total
0.00%	0	0.00%	0	100%	1	1	1	Voting at AGM
0.00%	0	0.00%	1	100%	77,82,993	77,82,994	32	Remote E-Voting
% of total number of invalid votes	Total number of votes declared invalid	% of total number of votes cast Against	Number of votes cast "Against" the resolution	% of total number of votes cast in Favour	Number of Votes cast in "Favour" of resolution	No. of Total Votes	Number of members voted	Means of Voting Number of No. of Total members Votes voted

of the Companies Act, 2013 and, being eligible offers himself for re-appointment. (Ordinary Resolution) Resolution No.2: To appoint a Director in place of Mr. Mukul V Jhawar (DIN: 07966851) who retires by rotation in terms of section 152(6)

	·		
Total	Voting at AGM	Remote E-Voting	Means of Voting Number of No. of Total members Votes voted
	1	32	Number of members voted
77,82,995	1	77,82,994	No. of Total Votes
77,82,994	1	77,82,993	Number of Votes cast in "Favour" of resolution
100%	100%	100%	% of total number of votes cast in Favour
-	0	1	Number of votes cast "Against" the resolution
0.00%	0.00%	0.00%	% of total number of votes cast Against
0	0	0	Total number of votes declared invalid
0.00%	0.00%	0.00%	% of total number of invalid votes

<u> </u>	100%	100% 1	100% 1 0.00%
1	100%	100% 0	100% 0 0.00%
<u>н</u>	100%	100% 1	100% 1 0.00%
in F	in Favour reso	resolution	resolution
votu		"Against" the	
nun	number of vote	votes cast	
% 0	% of total Num	Number of	

Resolution No.3: Ratification of appointment of Mr. Dilip Murlidhar Bathija, Cost Accountants, as a Cost Auditors of the Company. (Ordinary Resolution)

Resolution No.4: To Appoint Mr. Athul Rungta (DIN: 00305731) as an Independent Director of the Company. (Ordinary Resolution)

Total 77,82,995 77,82,994 100%	Voting at AGM 1 1 1 100%	Remote E-Voting 32 77,82,994 77,82,993 100%	Means of VotingNumber ofNo. of TotalNumber of% of totalmembersVotesVotesVotes cast innumber ofvoted"Favour" ofvotes castresolutionin Favour
% 1	% 0	% 1	otal Number of er of votes cast cast "Against" the resolution
0.00%	0.00%	0.00%	r of % of total ast number of ' the votes cast ion Against
0	0	0	Total number of votes declared invalid
0.00%	0.00%	0.00%	% of total number of invalid votes

Based on the aforesaid result, we report that the Item No.1 to 4 of Notice of the AGM has been passed with requisite majority

Thanking You, For Pankaj Trivedi & Co., UDIN: A030512B000780679 PANKAJ NATVARLAL TRIVEDI Pankaj Trivedi (Proprietor) CP No. 15301 | Mem No. 30512 Place: Mumbai Date: 26/09/2020



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Date of AGM	26th September, 2020
Record date Cut Off date	19th September, 2020
Total number of Shareholders on record date:	999
No. of shareholders present in the meeting either in person o (Based on shareholders registering attendance)	r through proxy*:
(a) Promoter & Promoter group	0
(b)Public	0
No. of shareholders attended the meeting through Video Con	ferencing:
(a) Promoter & Promoter group	7
(b)Public	8
No. of resolution passed in the meeting	4

Agenda - Wise disclosure

Resolution 1	required: (Ordin	ary)	Standalon Balance Sh and Cash	No. 1 : Co e and Consolic neet as at Marc Flow Stateme the Board of D	lated Finan ch 31, 2020 ent for the	cial State , the State ; year en	ments consist ment of Profi ded together	ting of the it and Loss
	omoter / Promo ed in the Resolu	• •			No)		
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
	E-Voting		6428006	100%	6428006	0	100%	0.00
Promoter &	Poll	6428506	0	0.00	0	0	0.00	0.00
Promoter group	Postal Ballot (if applicable)	0420300	0	0.00	0	0	0.00	0.00
	Total	6428506	6428006	100%	6428006	0	100%	0.00
Public -	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
Institutional Holders	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
	E-Voting		1354989	62.95%	1354988	1	100%	0.00
Public - Non	Poll	2152594	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)	2152574	0	0.00	0	0	0.00	0.00
	Total	2152594	1354989	62.95%	1354989	1	100%	0.00
T	otal	8581100	7782995	90.70%	7782995	1	100%	0.00

Regd. Office & Process House : Bhopar Village, Manpada Road, Dombivli (East) - 421 204. Phone : 0251-2870589 / 2870590 / 91/ 92 ● E-mail : info@dfl.net.in ● Website : www.dfl.net.in ● GST No. 27AABCD1592N1ZC Weaving Unit : Plot No. B-2/3/13/14/15/16, Parvati Co-Op. Industrial Estate, Post : Yadrav, Tal. Shirol, Dist. Kolhapur.-416146. Phione : 023222-252696, 252699 ● GST No. 27AABCD1592N2ZB



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	required: (Ordin		Vinod Jha section 15	No. 2 : Re-ap war DIN:0079 2(6) of the Cou re-appointme	, 66851),wh mpanies Ac	o retires l	by rotation in	n terms of
	omoter / Promo ed in the Resolu	• •			No)		
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
	E-Voting		6428006	100%	6428006	0	100%	0.00
Promoter &	Poll	6428506	0	0.00	0	0	0.00	0.00
Promoter group	Postal Ballot (if applicable)	0420300	0	0.00	0	0	0.00	0.00
	Total	6428506	6428006	100%	6428006	0	100%	0.00
Public -	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
Institutional Holders	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	0	0	0.00	0	0	0.00	0.00
	E-Voting		1354989	62.95%	1354988	1	100%	0.00
Public - Non	Poll	2152594	0	0.00	0	0	0.00	0.00
Institutions	Postal Ballot (if applicable)	2102074	0	0.00	0	0	0.00	0.00
	Total	2152594	1354989	62.95%	1354989	1	100%	0.00
Т	otal	8581100	7782995	90.70%	7782995	1	100%	0.00

Resolution	required: (Ordin	ary)		No. 3 : Ratific	•	•	•	
	omoter / Promo ed in the Resolu	• •			No)		
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
	E-Voting		6428006	100%	6428006	0	100%	0.00
Promoter &	Poll	6428506	0	0.00	0	0	0.00	0.00
Promoter group	Postal Ballot (if applicable)	0420300	0	0.00	0	0	0.00	0.00
	Total	6428506	6428006	100%	6428006	0	100%	0.00

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Т	otal	8581100	7782995	90.70%	7782995	1	100%	0.00
	Total	2152594	1354989	62.95%	1354989	1	100%	0.00
Institutions	Postal Ballot (if applicable)	2152574	0	0.00	0	0	0.00	0.00
Public - Non	Poll	2152594	0	0.00	0	0	0.00	0.00
	E-Voting		1354989	62.95%	1354988	1	100%	0.00
	Total	0	0	0.00	0	0	0.00	0.00
Institutional Holders	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
Public -	Poll	0	0	0.00	0	0	0.00	0.00
	E-Voting		0	0.00	0	0	0.00	0.00

Resolution r	required: (Ordin	ary)	Resolution No. 4 : Appointment of Mr. Athul Rungta (DIN: 00305731) as an Independent Director of the Company.							
	omoter / Promo ed in the Resolu	• •			No)				
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		
	E-Voting		6428006	100%	6428006	0	100%	0.00		
Promoter &	Poll	6428506	0	0.00	0	0	0.00	0.00		
Promoter group	Postal Ballot (if applicable)	0420300	0	0.00	0	0	0.00	0.00		
	Total	6428506	6428006	100%	6428006	0	100%	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		
	E-Voting		1354989	62.95%	1354988	1	100%	0.00		
Public - Non	Poll	2152594	0	0.00	0	0	0.00	0.00		
Institutions	Postal Ballot (if applicable)	2102074	0	0.00	0	0	0.00	0.00		
	Total	2152594	1354989	62.95%	1354989	1	100%	0.00		
T	otal	8581100	7782995	90.70%	7782995	1	100%	0.00		

For Dhanlaxmi Fabrics Limited

Vinod Jhawar (Managing Director)



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