

Dated: 30th January, 2024

To,
The Chairman
Dhanlaxmi Fabrics Limited
401/402, Kailash Corporate Lounge,
Park Site, Vikhroli (W), Mumbai - 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 terms of Section 110 of the Companies Act, 2013 ('the Act') as amended from time to time, read with Rule 22 of the Companies Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in their Board meeting held on 29th December, 2023 for the purpose of scrutinizing the process of voting through postal ballot by electronic means only (remote e-voting) in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as contained in the postal ballot notice dated December 29, 2023. The businesses transacted through this notice are reproduced below:

SPECIAL BUSINESS:

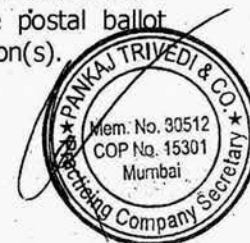
1. Sale/transfer/disposal of subsidiary/material subsidiary of the Company or disposal of assets/investment in subsidiary/material subsidiary (Special Resolution):

I submit my report as under:

1. As per the General Circular 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, 10/2021 dated 23rd June, 2021, 20/2021 dated 8th December, 2021, 2/2022 dated 5th May, 2022, 3/2022 dated 6th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs, Government of India ("MCA") (**hereinafter collectively referred to as "MCA Circulars"**) readwith Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 and other circulars issued thereafter dated 13th May, 2022 and 5th January, 2023 (**collectively referred to as "SEBI Circulars"**) the Company has sent the Postal Ballot Notice dated 29th December, 2023, on Friday, 29th December, 2023 by email only to the members who have registered their e-mail address with the Company / Depositories and also been uploaded on the website of the Company and BSE.
2. In accordance with the above circulars 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, 22nd December, 2023 were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated 29th December, 2023, through remote e-voting only.
6. The Company has published an advertisement on 30th December, 2023 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, 31st December, 2023 (09.00 AM-IST) to Monday, 29th January, 2024 (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 p.m i.e. approx. at 05.38 p.m. on 29th January, 2024. Thereafter, the details containing, inter alia, list of shareholders who voted as "assent" or "dissent" or "abstain from voting" on the resolution(s) that was put to vote were generated from the e-voting website of CDSL i.e. www.evotingindia.com.
9. The electronic votes recorded from Sunday, 31st December, 2023 (09.00 AM-IST) to Monday, 29th January, 2024 (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, 22nd December, 2023, (Cut-off date) provided by M/s. Bigshare Services Pvt Ltd, the Registrar and Share Transfer Agent of the Company.
11. Based on the reports generated from CDSL's e-voting website www.evotingindia.com which I have scrutinized, I now submit my report as under on the result of the postal ballot conducted through remote e-voting in respect of the above-mentioned resolution(s).



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

Resolution 1: Sale/transfer/disposal of subsidiary/material subsidiary of the Company or disposal of assets/investment in subsidiary/material subsidiary (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
17	14,34,759	2,837	0.20%	14,31,922	99.80%	0	0.00%

Note:

- 1) Percentage of votes cast in favour or against the resolution(s) is calculated based on the total valid votes cast through remote E-Voting.
- 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.

The resolution as mentioned in the Notice of Postal Ballot dated 29th December, 2023 as per the details above has not been passed with requisite majority and rejected by the members by casting majority votes against the resolution.

All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the postal ballot of the Company and the same shall be handed over thereafter to the Company Secretary for safe keeping.

Thanking You.

Yours Truly,

For Pankaj Trivedi & Co.,

UDIN: A030512E003328312

Peer Review No: 1648/2022



Pankaj Trivedi

(Proprietor)

CP No. 15301

Mem No. 30512

Place: Mumbai

Date: 30/01/2024

Received with thanks by

Mr. Vinod Sohanlal Jhawar

(Managing Director)

DIN: 00002903

Place: Mumbai

Date: 30/01/2024