



Dhanlaxmi Fabrics Limited

Regd. Off: Bhopar Village, Manpada Road, Dombivli (East), Thane 421 204, Maharashtra, India
Corp Off: #401/402, Kailash Corporate Lounge, Park Site, Vikhroli (West) - 400 079, Maharashtra, India | CIN: L17120MH1992PLC068861
Tel: 91-22-25181103 / 25181102 | Fax: 91-22-25181103 | Email id: cscompliance@dfi.net.in | Website: www.dfi.net.in

POSTAL BALLOT NOTICE [Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given to the Members of Dhanlaxmi Fabrics Limited ('the Company'), pursuant to Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended ('Management Rules') read with General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 39/2020 dated 31st December, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, issued by the Ministry of Corporate Affairs ('MCA Circulars'), and 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, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, the time being in force and as amended from time to time, that the Resolutions as set out in this Notice are proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

The Board of Directors at its meeting held on Monday, 14th February, 2021, has appointed Mr. Pankaj Trivedi (ACS No. 30512, COP No. 15301), Practicing Company Secretary, as a Scrutinizer for conducting the Postal Ballot (E-voting process) in a fair and transparent manner.

This notice is being sent to all members / beneficiaries, whose names appear in the Register of Members/Record of Depositories as on Cut-off-date/Specified date Friday, 18th February, 2022.

The proposed Resolutions and explanatory statement stating material facts, as required under Section 102 of the Companies Act 2013, are annexed herewith for consideration of the members. Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to the members of the Company. Accordingly, the Company is providing e-voting facility for voting electronically on the resolutions proposed in this Postal Ballot Notice. Members are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder for e-voting.

The e-voting will commence on Sunday, 27th February, 2022 (9.00 a.m. IST) and end on Monday, 28th March, 2022 (5.00 p.m. IST).

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically not later than Monday, 28th March, 2022 (the last day to cast vote electronically) to be eligible for being considered.

The Scrutinizer shall submit his report to the Chairman or in his absence, to any other person authorised by him, after the completion of the scrutiny of the postal ballots (e-voting). The results of the Voting by Postal Ballot through electronic means will be announced by the Chairman or Company Secretary of the Company or in his absence, by any other person authorized by him, on or before 30th March, 2022 at 401/402, Kailash Corporate Lounge, Veer Savarkar Marg, Park Site Vikhroli (West) Mumbai- 400 079 Maharashtra. The said results will be posted on the Company's website viz. www.dfi.net.in besides communicating to the Stock Exchange where the Company's shares are listed.

SPECIAL BUSINESSES:

1. Re-Appointment of Mr. Vinod Sohanlal Jhavar (DIN: 00002903) as Managing Director of the Company and to fix remuneration and to consider and pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, the rules framed thereunder and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable and subject to the approval of the Central Government in terms of Part I of Schedule V of the Act and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Vinod Sohanlal Jhavar (DIN: 00002903) as Managing Director of the Company, liable to retire by rotation, for a period of 5 (five) years, with effect from March 30, 2022, on the terms and conditions specified hereunder."

- 1. Term of Appointment:** The term of Appointment of Mr. Vinod Sohanlal Jhavar as Managing Director shall be for a period of 5 years i.e. with effect from March 30, 2022 till March 29, 2027. Though he shall be liable to retire by rotation whilst he continues to hold office of Managing Director; however, his re-appointment on retirement by rotation will not break his length of service as Managing Director.



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2. **Nature of Duties:** Mr. Vinod Sohanlal Jhawar shall carry out such duties as may be entrusted to him subject to the supervision and control of the Board from time to time.

3. **Remuneration:** Mr. Vinod Sohanlal Jhawar entitle to receive a monthly remuneration of Rs. 5,00,000/- (Rupees Five Lakhs Only) per month with such increments as the Board may decide from time to time, subject to a ceiling of Rs.15,00,000/- (Rupees Fifteen Lakhs Rupees) per month (Inclusive of following perquisites)

- a) Companies Contribution to Provident Fund;
- b) Gratuity as per rules of the Company;
- c) Provision for use of Company Car with driver for official duties;
- d) Reimbursement / Payment of Business Travel Expenses in India or Abroad.
- e) Rent free accommodation / Re-imbusement of house rent.
- f) Reimbursement / Payment of electricity and telephone charges as per bill of his residence;
- g) Reimbursement / Payment of medical expenses incurred alongwith insurance premium paid for self and family.
- h) Payment of Club fees/admission fees for two clubs.
- i) Benefits under any Long Term Incentive Plan and Employee Stock Option Plan, in accordance with the schemes and rules of the Company

"RESOLVED FURTHER THAT the remuneration and perquisites as aforesaid, in any financial year shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits under Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 or any statutory modifications or re-enactments thereof for the time being in force, or otherwise as may be permissible at law."

"RESOLVED FURTHER THAT Notwithstanding anything to the contrary herein contained where in any financial year, during the currency of the tenure of Mr. Vinod Sohanlal Jhawar as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, perquisites and allowances as specified above as minimum remuneration, subject to the limits and conditions prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time."

"RESOLVED FURTHER THAT the Board of Director or the Chief Financial Officer or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendments(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

2. To review the remuneration of Mr. Lalit Vinod Jhawar, a Chief Operating Officer of the Company and to consider and pass the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Listing Regulations, 2015 as amended, the consent and approval of the Shareholders of the Company be and is hereby accorded to vest power on the Board to revise the remuneration of Mr. Lalit Vinod Jhawar, a Chief Operating Officer (COO) son of Mr. Vinod Sohanlal Jhawar (DIN:00002903), Managing Director & brother of Mr. Mukul Vinod Jhawar (DIN: 07966851), Whole Time Director of the Company, from Rs. 2.3 Lakhs to Rs. 5 Lakhs per month basis with effect from April 01, 2022."

"RESOLVED FURTHER THAT the consent and approval of the Shareholders of the Company be and is hereby accorded to vest power with the Board to revise the aforesaid terms of remuneration of Mr. Lalit Vinod Jhawar, COO, to effect that he will be eligible up to 15% annual increment year on year such that the percentage of his annual increment shall be approved by the Board based on the recommendation of the N&R Committee of the Board and all other terms and conditions of employment applicable to any other employee in the same cadre in the Company shall be applicable to Mr. Lalit Vinod Jhawar."

"RESOLVED THAT, pursuant to the provision of Section 188 of the Companies Act, 2013 read with rules made there under and other respective provisions of Companies Act, 2013 and Listing Regulations, 2015 as amended the Board hereby accord their approval to pay a monthly salary / remuneration of Rs.5,00,000/- to Mr. Lalit Vinod Jhawar in capacity of Chief Operating Officer of the Company and Ichalkaranji unit with power to decrease or increase upto over all ceiling limit of Rs.10,00,000/- per month inclusive of following perquisites subject to members approval and such other approval, if any as may be required.

3. Payment of remuneration to Executive Directors and to consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subject to Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to the Executive Directors who are Promoters or members of Promoter Group as under



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- a) Annual remuneration to an Executive Director who is a Promoter or member of Promoter Group, exceeding `5 Crores or 2.5 per cent (2.5%) of the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 ("Net Profit"), whichever is higher; or
- b) Aggregate annual remuneration to all Executive Directors who are Promoters or members of Promoter Group, where there is more than one such Executive Director, exceeding 5 per cent (5%) of the Net Profit;

"RESOLVED FURTHER THAT the approval hereinabove granted for payment of remuneration to Executive Directors who are Promoters or members of Promoter Group ("such Executive Directors") shall be effective for the Financial Year commencing from April 1, 2021 and for subsequent years till the expiry of respective term of such Executive Directors,"

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for payment of remuneration to the Managing Director, Whole Time Directors including Executive Director exceeding ten per cent of the Net Profits of the Company in any financial year;

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorize executives of the Company for the purpose of giving effect to the above Resolution."

**For and on behalf of the Board of
Dhanlaxmi Fabrics Limited**

Sd/-

Vinod Sohanlal Jhawar

Managing Director

DIN: 00002903

Mumbai, February 14, 2022

Notes:

1. The Explanatory Statements and reasons for the proposed Ordinary Resolutions pursuant to Section 102 read with Section 110 of the Act setting out material facts are appended herein below.
2. The Company has appointed Mr. Pankaj Trivedi (ACS No.30512, COP No.15301), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. In compliance with the MCA Circulars, the Notice is being sent by electronic mode alone to those Members whose on Friday, 18th February, 2022, and whose e-mail IDs are registered with the Company / Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given under Note No.12.
4. As per the MCA Circulars and on account of the threats posed by the COVID-19 pandemic, physical copies of the Notice, postal ballot forms and pre-paid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.dfi.net.in, websites of the Stock Exchanges i.e. BSE Limited (BSE) at www.bseindia.com and www.nseindia.com and on the website of CDSL.
7. All the material documents referred to Explanatory Statements, shall be available for inspection through electronic mode, basis the request being sent on both these id i.e. cscmplinace@dfi.net.in.
8. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of on Friday, February 18, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
9. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, February 18, 2022, being the cut-off date fixed for the purpose.
10. The voting period will commence from Sunday, 27th February, 2022 (9.00 a.m. IST) and end on Monday, 28th March, 2022 (5.00 p.m. IST). The e-voting module shall be disabled by CDSL for voting thereafter.
11. During the voting period, members can login to CDSL's-voting platform any number of times till they have voted on all the resolutions. Once the vote on resolutions cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.



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12. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's RTA M/s. Bigshare Services Private Limited at shwet@bigshareonline.com or to the Company at cscompliance@dfi.net.in along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g. Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in dematerialised mode are requested to register registering the e-mail address, Members may write to the Company's RTA M/s. Bigshare Services Private Limited at info shwet@bigshareonline.com or to the Company at cscompliance@dfi.net.in.
13. The Scrutinizer will submit his report to the Chairman / Company Secretary after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before 30th March, 2022 at Corporate office at # 401/402, Kailash Corporate Lounge, Veer Savarkar Marg, Park Site, Vikhroli (West) Mumbai- 400 079. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Monday, 28th March, 2022, being the last date specified by the Company for E-voting.
14. The declared results along with the report of the scrutinizer shall be forwarded to the BSE and shall be uploaded on the website of the Company i.e. www.dfi.net.in, website of CDSL i.e. <https://cdslindia.com>.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 27.02.2022 and ends on 28.03.2022 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18.02.2022 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that participation by the public non-institutional shareholders/retail shareholders is at negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | <ol style="list-style-type: none"> 1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer/Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration |



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| | 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM. |
| Individual Shareholders holding securities in demat mode with NSDL | <p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider’s website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (iv) Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The Shareholders should log on to the e-voting website www.evotingindia.com
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:



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| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) i. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. i. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <DHANLAXMI FABRICS LIMITED> on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) **Additional Facility for Non- Individual Shareholders and Custodians- For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz: cscmplinace@dfi.net.in with CC to pankajtrivedicsllb@gmail.com (Scrutinizer), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



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Tel: 91-22-25181103 / 25181102 | Fax: 91-22-25181103 | Email id: cscmplinace@dfi.net.in | Website: www.dfi.net.in

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

**For and on behalf of the Board of
Dhanlaxmi Fabrics Limited**

Sd/-
Vinod Sohanlal Jhawar
Managing Director
DIN: 00002903
Mumbai, February 14, 2022



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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No.1: Re-Appointment of Mr. Vinod Sohanlal Jhawar (DIN: 00002903) as Managing Director of the Company and to fix remuneration

Mr. Vinod Sohanlal Jhawar is one of the main promoters of the Company and has been associated with the Company for more than three decades - notably as Managing Director from the year 2009, over these years; Mr. Vinod Jhawar has been instrumental in scripting the phenomenal growth and success of the Company. Mr. Vinod Sohanlal Jhawar was initially appointed as Managing Director of the Company w.e.f 01.11.2009 and since then has continued to discharge his duties in the capacity as the Managing Director.

His recent tenure as the Managing Director of the Company was from w.e.f. 30th March, 2017 to 29th March, 2022, which was duly approved in the 25th Annual General Meeting held on September 23, 2017 alongwith remuneration.

Furthermore, considering the Profile, Experience & Qualification of Mr. Vinod Sohanlal Jhawar (the details of which are provided in Annexure I attached to this postal ballot notice) and Company's performance under the aegis of Mr. Vinod Jhawar (the details of which are provided in Annexure II attached to this postal ballot notice), the Board of Directors of the Company ("Board"), at its meeting held on February 14, 2022 had, subject to the approval of the shareholders decided to re-appoint Mr. Vinod Jhawar as Managing Director of the Company for the further period of 5 years commencing from 30th March, 2022 to 29th March, 2027 on terms and conditions as specified in the resolution at Item no. 1 of the notice. These terms and conditions have also been approved by the Nomination and Remuneration Committee of the Company. Mr. Vinod Jhawar's appointment and remuneration, fixed in accordance with Sections 196, 197 and Schedule V of the Companies Act, 2013, is subject to the approval of the members.

The Company has received notice in writing under the provisions of Section 160 of the Act, from a Member proposing candidature of Mr. Vinod Jhawar's for the office of Managing Director. The Company has received from Mr. Vinod Sohanlal Jhawar, his consent to continue to act as Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Jhawar satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for this appointment.

The additional information required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards is as under:

In view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid within the limits arrived at in accordance with the requirements of the said section II, subject to the following:-

- (i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.
- (ii) There is no default in repayment of any of its debts or interest payable thereon.
- (iii) A special resolution has been passed at a general meeting of the Company.

The Nomination and Remuneration Committee at its meeting held on 14th February, 2022 has already approved the remuneration payable to Mr. Vinod Sohanlal Jhawar. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon and the Board recommends the Special Resolution set out at Item No.1 of the accompanying Notice for the approval by the Members. The specified information while seeking approval/consent of the shareholders as required under Schedule V is listed out herein below:

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT (IN PURSUANCE OF REGULATION 36(3) OF THE LODR REGULATION, 2015)

| | |
|---|--|
| Name of the Director | Mr. Vinod Sohanlal Jhawar |
| Date of Birth | 22-02-1964 |
| Academic Qualifications | Commerce Graduate |
| Nature of expertise in specific functional area | Mr. Vinod Sohanlal Jhawar is having an experience of 35 years in the Business of Textile Industry. His Director Identification number is 00002903. He is one of the senior most Executive of the Company has been associated in the service since incorporation. His job involves diverse fields of Finance, Law, Taxation and Corporate affairs. It requires long term strategy and in depth knowledge of the Textile market to remain more efficient cost effective and competitive. Further, the Managing Director is entrusted with the powers and authority to manage the affairs of the Company subject to superintendence, direction and control of Board of Directors. He is having vast experience of Corporate management and possesses all required competences. Thus, he is ideally suited for this job. |
| Date of first appointment on Board | 01.11.2009 |



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| | |
|--|--|
| Directorship in other companies | 1) Dhanesh Fabrics Pvt Ltd 2) Promtech Impex Pvt Ltd |
| No. of Membership(s)/ Chairmanship(s) of Board Committees in other companies | Chairman of Board |
| No. of Shares held in the Company | 15,29,978 |
| DIN | 00002903 |
| Relation with other Directors or Key Managerial Personnel | Hi is a main Promoter of the Company, brother of Mr. Mahesh Jhawar, Co-Promoter and Director and Father of Mr. Mukul Vinod Jhawar, Whole Time Director and Mr. Lalit Vinod Jhawar, Chief Operational Officer of the Company. |
| Number of Board Meeting attended during the financial year | 5 |
| Remuneration and other terms & conditions of appointment/re-appointment | As stated at Item No.1 of this Notice. |
| Remuneration paid/payable for the Financial Year 2021-22 | As stated at Item No.1 of this Notice. |

Mr. Vinod Sohanlal Jhawar, Mr. Mahesh Sohanlal Jhawar and Mr. Mukul Vinod Jhawar and their relatives are concerned or interested, financially or otherwise in the Resolution set out at Item No.1 of the Notice.

The Board considers it in the interest of the Company to appoint Mr. Vinod Sohanlal Jhawar as a Director and Managing Director of the Company and accordingly, recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the shareholders.

Item No.2 : To review the remuneration of Mr. Lalit Vinod Jhawar, a Chief Operating Officer of the Company as a Special Resolution

As per Section 188 of the Companies Act, 2013, read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, prior approval of the Company by a resolution is required for the payment or revision of remuneration and revision in the terms of remuneration of a related party who appointed to hold office or place of profit in the Company, in case of such revised monthly remuneration exceeds two and a half lakh rupees.

Mr. Lalit Vinod Jhawar, a Chief Operating Officer of the Company is covered by the above-mentioned Section and Rules.

Mr. Lalit Vinod Jhawar is a Son of Mr. Vinod Sohanlal Jhawar Managing Director and brother of Mr. Mukul Vinod Jhawar, Whole Time Director of the Company and working as a Chief Operating Officer of the Company from almost last 3 years. Mr. Lalit Vinod Jhawar is BBA (Bachelor of Business Administration) from Kingston University, London.

He is looking after the entire weaving unit of the Company situated at Ichalkaranji and under his supervision, control and guidance Company has increased the weaving capacity at Company is also planning for further enhancement of its weaving capacity by 60 Lacs meter.

Initially he was appointed in the Company as an operational executive with additional responsibilities of handling employees' grievances and heading training department. At present, he is heading entire weaving unit of the Company situated at Ichalkaranji and plays effective role in the business and operations.

Board of Directors vide resolution passed at meeting dated 14th February, 2021 has approved the revision of remuneration by way of increment from Rs.2.30 Lakhs to Rs.5 Lakhs per month on a CTC basis with effect from April 01, 2022 and he will be eligible up to 15% annual increment year on year such that the percentage of his annual increment shall be approved by the Board and its Committees at its respective meetings.

Your Directors, therefore, recommend the above resolutions for approval of the Shareholders of the Company as Special Resolutions.

Mr. Lalit Vinod Jhawar and his relatives, no other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolutions.

Item No.3: Payment of remuneration to Executive Directors As required under Regulation 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As required under Regulation 17 (6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the fees or compensation payable to Executive Directors who are promoters or members of the promoter group of the listed entity, shall be subject to the approval of the shareholders by special resolution in general meeting, if –

- a) Annual remuneration payable to such executive director exceeds Rs. 5 Crore or 2.5 per cent (2.5%) of the net profits of the listed entity, whichever is higher; or



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- b) Where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent (5%) of the net profits of the listed entity. Further, the approval of the shareholders under the said Regulations shall be valid only till the expiry of the term of such director.

In view of the above and in order to have a flexibility for payment of annual remuneration to the Executive Director(s) who are Promoter(s) or Member(s) of Promoter Group in excess of the limits as mentioned in Regulation 17 (6)(e) of the Listing Regulations from Financial Year 2021-22 and for subsequent years, till the expiry of respective term of such Executive Directors, it is necessary to obtain the approval of shareholders by way of Special Resolution.

Further, section 197 and other applicable provisions of the Companies Act, 2013 provide that aggregate annual remuneration to all the Whole-Time Directors including Managing Director exceeding ten per cent of the Net Profits of the Company in any financial year shall require approval of shareholders by means of a special resolution.

In view of the above and in order to have a flexibility for payment of annual remuneration in excess of ten per cent of the net profits of the Company in any financial year, to the Whole-time Directors including Managing Director, it is necessary to obtain the approval of shareholders by way of Special Resolution.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the Members.

Except Mr. Vinod Sohanlal Jhawar, Mr. Mukul Vinod Jhawar, and Mr. Mahesh Vinod Jhawar, none of the Directors and Key Managerial Personnel of the Company and their relatives, is in any way, concerned or interested in the said resolution.

**For and on behalf of the Board of
Dhanlaxmi Fabrics Limited**

Sd/-

Vinod Sohanlal Jhawar

Managing Director

DIN: 00002903

Mumbai, February 14, 2022