



Dhanlaxmi FABRICS LTD.

Corporate Office : 401/402, Kailash Corporate Lounge, Veer Savarkar Marg, Park Site, Vikhroli (West) Mumbai - 400 079.
Phone : 022-25181103 / 25181102 * CIN No. : L17120MH1992PLC068861

Date: 29th September, 2025

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

The Calcutta Stock Exchange

7, Lyons Range, Dalhousie, Kolkata-700001, West Bengal

Ref: BSE Scrip Code: 521151

Sub: Voting results of the 33rd Annual General Meeting (AGM) of the Company along with Scrutinizer's Report

Dear Sir / Madam,

With reference to the aforesaid subject matter and pursuant to Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith voting results (remote e-voting and e-voting done during AGM) of the 33rd Annual General Meeting (AGM) of the Company held on September 29, 2025.

Further, we are enclosing the Consolidated Report of the Scrutinizer on remote e-voting and evoting done during AGM.

We hereby request you to kindly take the same on record.

For Dhanlaxmi Fabrics Limited

Vinod Sohanlal Jhavar

Managing Director

DIN: 00002903

Encl: As Above



KOTHARI H. & ASSOCIATES

COMPANY SECRETARIES

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,
The Chairman,
Dhanlaxmi Fabrics Limited
Bhopar Village, Manpada Road, Dombivli East,
Thane, Maharashtra, India, 421204

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted 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 from time to time and e-voting conducted during the 33rd Annual General Meeting ('AGM') of Dhanlaxmi Fabrics Limited held on Monday, 29th September, 2025 at 12.30 P.M. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

We, Kothari H & Associates, Company Secretaries, have been appointed by the Board of Directors of Dhanlaxmi Fabrics Limited ("the Company") for the purpose of scrutinizing the voting by electronic means i.e. electronic voting and through remote e-voting system at the Annual General Meeting ("AGM") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & Rule 21 of the Companies (Management and Administration) Rules, 2014 ("Rules") as amended and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") on the resolution(s) contained in the notice of the shareholders of the 33rd AGM of the Company, held on Monday, 29th September, 2025 at 12.30 P.M. (IST) through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

The management of the Company is responsible to ensure compliance with the provisions Pursuant to Section 108 of Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules") and pursuant to Ministry of Corporate Affairs Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 and Circular No. 09/2024 dated September 19, 2024 ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI Circulars") respectively & Secretarial Standard-2 issued by the Institute of Company Secretaries of India, relating to voting through electronic means by remote e-voting and electronic voting at the AGM by

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Kandivali: A 1, Satya Co-Op Housing Society, Opp. Telephone Exchange, S V Road, Kandivali (West),
Mumbai-400067, Ph.: 022-6708 6040 / 41 E-mail: info@khacs.com Website: www.khacs.com





the shareholders on the resolution(s) proposed in the Notice calling AGM. My responsibility as a scrutinizer for the e-voting process is restricted to prepare the Scrutinizer Report on the votes cast "in favour" or "against" the resolution(s) based on the reports generated from the e-voting system provided by Central Depository Services (INDIA) Limited ("CDSL"), the authorized Service provider for extending the facility of electronic voting to the shareholders of the Company, before and during the AGM, engaged by the Company.

We are pleased to submit our report as under, which is comprehensive and self-explanatory in all respect:

1. Pursuant to the provisions of Section 108 of the Act read with Rule 20 and Regulation 44 of Listing Regulations and MCA Circulars, the Company has availed the e-voting facility offered by CDSL for conducting remote e-voting and e-voting at the AGM by the Shareholders who attended the AGM through VC / OAVM and who had not cast their vote through Remote e-voting.
2. The Company had sent the notice of AGM containing detailed procedure to be followed by the members of the Company and Annual Report in electronic form only to its members whose name(s) appeared in the Register of members/ list of beneficiaries as on Friday, August 29, 2025.
3. Advertisement was published by the Company in English in Business Standard dated Saturday, September 6, 2025 and in Marathi in Mumbai Lakshadeep, dated Saturday, September 6, 2025. The notice published in the newspaper carried the required information as specified in Sub Rule 3(v) (a) to (g) of the said Rule 20.
4. The Voting rights were reckoned as on Monday, 22nd September, 2025, being the cut-off date for the purpose of deciding the entitlements of members at the e-voting and remote e-voting at the Meeting.
5. The remote e-voting period was open for three days which commenced on Friday, 26th September, 2025 at 09:00 AM and ended on Sunday, 28th September, 2025 at 05:00 PM. on <https://www.evotingindia.com/>.
6. After declaration of voting by the Chairman, the shareholders present at the AGM through VC and who had not voted on remote e-voting, voted through e-voting facility provided by CDSL at the AGM.
7. On Monday, 29th September, 2025 after the conclusion of AGM, the report on the e-voting carried at the AGM was generated and diligently scrutinized; thereafter the votes cast through remote e-voting process were unblocked by me in the presence of two witnesses Ms. Siddhi Tambade and Ms. Niral Katariya.
8. On scrutiny, we report that 38 Shareholders were present in the meeting in through Video Conferencing (VC)/Other Audio-Visual Means (OAVM).





9. Based on the results made available to me, members have casted their votes either through remote e-voting platform or through e-voting during AGM. The brief analysis of the results of the voting through Remote e-voting and e-voting at the AGM casted by the equity shareholders, based on the report generated by CDSL, scrutinized on test-check basis and relied upon by me, are as under:

RESULTS:

The details containing interalia, no. of Equity Shareholders, who voted "for", "against" or "abstain", if any on each of the resolutions that were put to vote, were generated from the e-voting website of Central Depository Services Limited (CDSL). Taking into account the report from CDSL and remote e-voting at the AGM the consolidated result with respect to each item on the business as set out in the Notice of the 33rd AGM dated 3rd September, 2025 is enclosed;

Resolution No. 1 - As an Ordinary Resolution

To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and the Auditors thereon.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	34	7761437	0	0	34	7761437	100%
Voted Against	0	0	0	0	0	0	-
Abstain / Invalid	0	0	0	0	0	0	-

Based on the aforesaid results, Ordinary Resolution as contained in item No. 1 has been passed unanimously.

Resolution No. 2 - As an Ordinary Resolution

To appoint a Director in place of Mr. Mukul Vinod Jhawar (DIN: 07966851), who retires by rotation and being eligible, offers himself for re-appointment.





KOTHARI H. & ASSOCIATES
COMPANY SECRETARIES

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e – voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	34	7761437	0	0	34	7761437	100%
Voted Against	0	0	0	0	0	0	-
Abstain / Invalid	0	0	0	0	0	0	-

Based on the aforesaid results, Ordinary Resolution as contained in item No. 2 has been passed unanimously.

Resolution No. 3 - As an Ordinary Resolution

To appoint M/S Kothari H & Associates, Company Secretaries as the Secretarial Auditor of the company.

Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	34	7761437	0	0	34	7761437	100%
Voted Against	0	0	0	0	0	0	-
Abstain / Invalid	0	0	0	0	0	0	-

Based on the aforesaid results, Ordinary Resolution as contained in item No. 3 has been passed unanimously.

Resolution No. 4 - As a Special Resolution

To consider, discuss and approve Alteration of the Main Object Clause (III) (A) of the Memorandum of Association

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Particulars	Number of Votes Contained in						% of total valid votes cast
	Remote e - voting		Voting at the AGM		Total		
	No. of member voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	No. of members voted	Number of votes cast by them	
Voted in Favour	34	7761437	0	0	34	7761437	100%
Voted Against	0	0	0	0	0	0	-
Abstain Invalid	0	0	0	0	0	0	-

Based on the aforesaid results, Special Resolution as contained in item No. 4 has been passed unanimously.

10. The Electronic data and all other relevant records relating to the e-voting is under my safe custody and all will be handed over to the Management for preserving safely after the Chairman considers, approves and signs the minutes of the AGM.

For Kothari H & Associates
Company Secretaries
Peer Review Certificate Number: 5312/2023

Hitesh Kothari
FCS No: F6038
COP NO: 26758



Place: Mumbai
Date: 29/09/2025

UDIN:F006038G001385900

We, the undersigned witnesses that the votes were unblocked from e-voting website of Central Depository Services Limited (CDSL) at <https://www.evotingindia.com> in our presence at 01:10 PM on Monday, 29th September, 2025.



KOTHARI H. & ASSOCIATES
COMPANY SECRETARIES

Ms. Siddhi Tambade

Ms. Niral Katariya

Countersign by the Managing Director
For Dhanlaxmi Fabrics Limited

Vinod Sohanlal Jhawar
Managing Director
DIN: 00002903

General information about company	
Scrip code	521151
NSE Symbol	NOTLISTED
MSEI Symbol	NOTLISTED
ISIN	INE953D01016
Name of the company	Dhanlaxmi Fabrics Limited
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	29-09-2025
Start time of the meeting	12:30 PM
End time of the meeting	12:41 PM

Scrutinizer Details	
Name of the Scrutinizer	Hitesh Kothari
Firms Name	Kothari H & Associates
Qualification	CS
Membership Number	26758
Date of Board Meeting in which appointed	03-09-2025
Date of Issuance of Report to the company	29-09-2025

Voting results	
Record date	22-09-2025
Total number of shareholders on record date	2314
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	4
b) Public	34
No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Annual Audited Standalone and Consolidated Financial Statements consisting of the Balance Sheet as at March 31, 2025, 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.				
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
Promoter and Promoter Group	E-Voting	6428506	6357806	98.9002	6357806	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	6428506	6357806	98.9002	6357806	0	100	0
Public-Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	2152594	1403631	65.2065	1403631	0	100	0
	Poll							

	Postal Ballot (if applicable)							
	Total	2152594	1403631	65.2065	1403631	0	100	0
Total		8581100	7761437	90.448	7761437	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Mukul Vinod 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.				
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
Promoter and Promoter Group	E-Voting	6428506	6357806	98.9002	6357806	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	6428506	6357806	98.9002	6357806	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	2152594	1403631	65.2065	1403631	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2152594	1403631	65.2065	1403631	0	100	0

Total	8581100	7761437	90.448	7761437	0	100	0
Whether resolution is Pass or Not.						Yes	
Disclosure of notes on resolution							

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			. Appointment of M/s Kothari H & Associates, Company Secretaries (Certificate of Practice No. 26758, PRN- 5312/2023) as the Secretarial Auditor of the company and to consider and if thought fit, pass, with or without modification(s), the following Resolution as an Ordinary Resolution.					
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
Promoter and Promoter Group	E-Voting	6428506	6357806	98.9002	6357806	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	6428506	6357806	98.9002	6357806	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	2152594	1403631	65.2065	1403631	0	100	0
	Poll							

	Postal Ballot (if applicable)							
	Total	2152594	1403631	65.2065	1403631	0	100	0
Total		8581100	7761437	90.448	7761437	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To consider, discuss and approve Alteration of the Main Object Clause (III) (A) of the Memorandum of Association.				
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
Promoter and Promoter Group	E-Voting	6428506	6357806	98.9002	6357806	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	6428506	6357806	98.9002	6357806	0	100	0
Public- Institutions	E-Voting							
	Poll							
	Postal Ballot (if applicable)							
	Total							
Public- Non Institutions	E-Voting	2152594	1403631	65.2065	1403631	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total	2152594	1403631	65.2065	1403631	0	100	0
Total		8581100	7761437	90.448	7761437	0	100	0

Whether resolution is Pass or Not.	Yes
Disclosure of notes on resolution	

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	