



FORM NO. MGT-13

CONSOLIDATED SCRUTINIZER'S REPORT

*[Pursuant to section 108 & 109 of the Companies Act, 2013 and Companies
(Management and Administration) Rules, 2014 as amended]*

To

The Chairman

MAHALAXMI FABRIC MILLS LIMITED (Company)

CIN:- L17100GJ1991PLC015345

Mahalaxmi House,
YSL Avenue, Opp. Ketav Petrol Pump,
Polytechnic Road, Ambawadi,
Ahmedabad, 380015

Re: Report of Scrutinizer on voting process conducted pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014.

34th Annual General Meeting of the
Equity Shareholders of Mahalaxmi Fabric Mills Limited
held on 23rd Day of August, 2025 at 2:30 P.M.
through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM")

Dear Sir,

I, Malay Desai, Proprietor of M/s. Malay Desai & Associates, Practicing Company Secretaries, Ahmedabad have been appointed as Scrutinizer by the Board of Directors of the Company vide resolution passed on July 17, 2025 for the purpose of scrutinizing the Remote E-Voting process, pursuant to section 108 and 109 of the Companies Act, 2013 read with rule 20 and 21 of Companies (Management and Administration) Rules, 2014, in a fair and transparent manner on the resolution(s) contained in the notice to the 34th AGM of the members of "Mahalaxmi Fabric Mills Limited" (the company) held on Saturday, 23rd August, 2025 at 2:30 P.M. through Video Conferencing ("VC") / Other Audio-Visual Means ("OVAM")

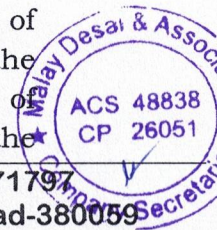
The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules thereunder relating to remote e-voting. My Responsibility as a scrutinizer for the voting process is restricted to preparing a Scrutinizer's Report of the votes casted "in favour" or "against" the resolution(s) based on the reports generated from the Remote E-voting system provided by MUFG Intime India Pvt. Ltd (the Agency/service provider) authorized and engaged by the company for that purpose.

I submit my report as under:





- i. The AGM has been held in compliance with the Ministry of Corporate Affairs ('MCA') General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 20/2020 dated May 05, 2020 and 09/2023 dated September 25, 2023 (Collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 (Collectively referred to as "SEBI Circulars") regarding holding of the AGM through Video Conferencing, without the physical presence of the Members at a common venue and as confirmed by the Company, the Notice of the 34th AGM along with the Annual Report of the Company for the Financial Year 2024-25, has been sent on August 01, 2025, only through electronic mode to those Members whose e-mail addresses are registered with Company, Securities Depository ("Depositories"). MUFG Intime India Pvt Ltd. a Registrar Limited and / Share Central Transfer Agent ("RTA") or National Depository Services (India) Limited or Central Depository Service (India) Limited
- ii. The Compliance with the provisions of the Companies Act, 2013 and the Rules made there under relating to e-voting (which includes remote e-Voting and the e-voting at the AGM) to the Members on the Resolutions proposed in the Notice calling the 34th AGM of the Company was the responsibility of the Management. My responsibility as Scrutinizer was to ensure that the voting process is conducted in a fair and transparent manner and render a Consolidated Scrutinizer's Report on the voting to the Chairman or a Person authorised by him.
- iii. The Shareholders of the company holding shares as on the "cut-off" date **Saturday, 16th August, 2025**, whose names were recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories were entitled to vote on the proposed resolutions as set out in item nos. 1 to 5 in the notice of the AGM of Mahalaxmi Fabric Mills Limited dated **Thursday, 17th July, 2025**.
- iv. The notice of AGM along with Annual Report was mailed electronically to the members who had registered their emails with the depositories.
- v. The facility provided for Remote E-voting commenced from **09:00 A.M. on Wednesday, 20th August, 2025** and ended on **05:00 P.M. on Friday, 22nd August, 2025**. The Remote E-voting facility was blocked thereafter.
- vi. After the closure of the e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Saturday, August 23, 2025, in the presence of witnesses who are not in the employment of the Company.
- vii. 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 34th AGM based on the scrutiny of remote e-voting and the e-voting at the AGM and votes cast therein based on the





data downloaded from the electronic voting system provided by the MUFG Intime India Pvt. Ltd .

viii. The results of the remote e-voting together with that of the voting through electronic voting system conducted at the AGM through VC are as under:-

- (1) **ORDINARY RESOLUTION** FOR TO RECEIVE, CONSIDER AND IF APPROVED, ADOPT THE AUDITED (STANDALONE AND CONSOLIDATED) FINANCIAL STATEMENT OF THE COMPANY, FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2025 AND THE REPORTS OF THE BOARD AND AUDITORS THEREON.

Voted in Favour of the resolution:

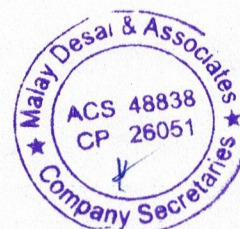
Type of Voting	Number of members voted	Numbers of votes casted by them	% of total number of Valid votes cast
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	57	7031264	99
Total	57	7031264	99

Voted Against of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted by them	% of total number of Valid votes cast
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	3	67375	1
Total	3	67375	1

Voted Abstained of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted by them
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	-	-
Total	-	-





- (2) **ORDINARY RESOLUTION** FOR TO APPOINT A DIRECTOR IN PLACE OF SHRI RAHUL J.PAREKH (DIN:- 00500328), WHO RETIRE BY ROTATION AT THIS AGM AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT:

Voted in Favour of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted at them	% of total number of Valid votes cast
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	57	7031264	99
Total	57	7031264	99

Voted Against of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted at them	% of total number of Valid votes cast
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	3	67375	1
Total	3	67375	1

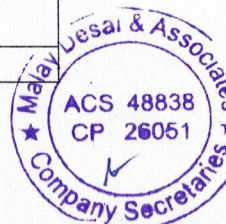
Voted Abstained of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted by them
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	-	-
Total	-	-

- (3) **ORDINARY RESOLUTION** FOR TO APPOINTMENT OF STATUTORY AUDITORS:

Voted in Favour of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted at them	% of total number of Valid votes cast
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	57	7031264	99
Total	57	7031264	99





Voted Against of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted at them	% of total number of Valid votes cast
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	3	67375	1
Total	3	67375	1

Voted Abstained of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted by them
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	-	-
Total	-	-

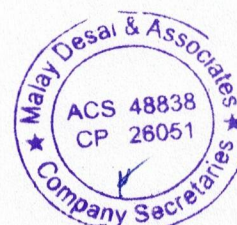
(4) ORDINARY RESOLUTION TO RE-APPOINT SECRETARIAL AUDITOR:

Voted in Favour of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted at them	% of total number of Valid votes cast
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	57	7031264	99
Total	57	7031264	99

Voted Against of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted at them	% of total number of Valid votes cast
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	3	67375	1
Total	3	67375	1





Voted Abstained of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted by them
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	-	-
Total	-	-

- (5) **SPECIAL RESOLUTION** CONTINUATION OF MR. JEETMAL B. PAREKH (DIN: 00512415) AS NON EXECUTIVE DIRECTOR OF THE COMPANY WHO HAS ATTAINED THE AGE OF 75 YEARS

Voted in Favour of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted at them	% of total number of Valid votes cast
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	57	7031264	99
Total	57	7031264	99

Voted Against of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted at them	% of total number of Valid votes cast
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	3	67375	1
Total	3	67375	1

Voted Abstained of the resolution:

Type of Voting	Number of members voted	Numbers of votes casted by them
Remote E-Voting Including E-Voting at AGM Conducted through VC/OVAM	-	-
Total	-	-

- ix. All the resolutions mentioned in the AGM Notice as per details above accordingly stand passed with the requisite majority.





- x. All the relevant records of voting are under my safe custody until the Chairman considers, approves and signs the Minutes of the 34th Annual General Meeting and the same shall be handed over to the Chairman or the Company Secretary of the Company for safe keeping.

Thanking You,

Yours Faithfully,

Place: Ahmedabad

Date: 23.08.2025



For, Malay Desai & Associates
Company Secretary

M+Desai

Malay Desai
Proprietor

Membership No: A48838

COP: 26051

Peer Review: 6426/2025

UDIN: A048838G001068164

Countersigned by

For, Mahalaxmi Fabric Mills Limited

Chairman