



Dhanlaxmi FABRICS LTD.



Bhopar Village, Manpada Road, Dombivli (East) - 421 204.
Phone : 0251-2870589 / 2870590 / 91/92 • Fax : 0251-2870545
e-mail : info@dfi.net.in • Website : www.dfi.net.in

To

20th August, 2014

The Secretary
The BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400 001.

SUBJECT: Scrutinizer Report

BSE CODE: 521151

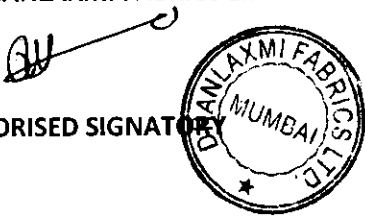
Dear Sir/Madam,

Please find enclosed herewith the Scrutinizer Report for evoting for declaring the result of 29th Annual General Meeting of the company held on 20th August, 2014 at registered office of the Company at 1.00 p.m.

Please acknowledge and take on record the same.

For DHANLAXMI FABRICS LIMITED

AUTHORISED SIGNATORY



CHAIRMANS REPORT

REPORT OF THE CHAIRMAN OF DHANLAXMI FABRICS LTD HELD ON 20TH SEPTEMBER, 2014 IN RESPECT OF 22ND ANNUAL GENERAL MEETING OF THE COMPANY HELD AT MANPADA ROAD, BHOPAR VILLAGE, DOMBIVALI (EAST), THANE – 421 204 AT 01.00 P.M.

The Meeting of the Shareholders has been held on 20th September, 2014 at 01:00 p.m. at Manpada Road, Bhopar Village, Dombivali (East), Thane – 4210 204 for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the Annual Report of Dhanlaxmi Fabrics Limited

The result of the poll and for E Voting conducted for the Annual General Meeting are as under:-

Resolution No. 1

Nature of Resolution Ordinary Resolution

Subject Matter **Adoption of Financial Statements for the year ended 31st March 2014**

| Details of Voting | Assent (For) | | Dissent (Against) | | Invalid poll No. of Votes |
|-------------------|--------------------------------------|-----------------------------|---------------------|-------------------------|---------------------------|
| | No. Shares of Face Value Re. 10 each | No. of votes | No. of votes | Ratio | |
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 1255583 (99.99%) | NIL | NIL | Nil |
| By E Voting | NIL | NIL | 1 | 110 (0.01%) | Nil |
| *Total | 7 | 1255583 (99.99%) | 1 | 110 (0.01%) | Nil |

Resolution No. 2

Nature of Resolution **Ordinary Resolution**



Subject Matter Reappointment of Mr. N C Sharma as an Independent

Director for 5 consecutive years

| Details of Voting | Assent (For) No. Shares of Face Value Re. 10 each | | Dissent (Against) No. of votes Ratio | | Invalid poll No. of Votes |
|-------------------|--|-----------------------------|---|-------------------------|------------------------------|
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 1255583 (99.99%) | NIL | NIL | Nil |
| By E Voting | NIL | NIL | 1 | 110 (0.01%) | Nil |
| *Total | 7 | 1255583 (99.99%) | 1 | 110 (0.01%) | Nil |

Resolution No. 3

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of M/s S G Kabra & Co. as an Auditor for 3 consecutive years

| Details of Voting | Assent (For) No. Shares of Face Value Re. 10 each | | Dissent (Against) No. of votes Ratio | | Invalid poll No. of Votes |
|-------------------|--|-----------------------------|---|-------------------------|------------------------------|
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 1255583 (99.99%) | NIL | NIL | Nil |
| By E Voting | NIL | NIL | 1 | 110 (0.01%) | Nil |
| *Total | 7 | 1255583 (99.99%) | 1 | 110 (0.01%) | Nil |

Resolution No. 4

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of Mr Durgesh Kabra as an Independent Director for 5 consecutive years



| Details of Voting | Assent (For) No. Shares of Face Value Re. 10 each | | Dissent (Against) No. of votes Ratio | | Invalid poll No. of Votes |
|-------------------|--|-----------------------------|---|-------------------------|------------------------------|
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 1255583 (99.99%) | NIL | NIL | Nil |
| By E Voting | NIL | NIL | 1 | 110 (0.01%) | Nil |
| *Total | 7 | 1255583 (99.99%) | 1 | 110 (0.01%) | Nil |

Resolution No. 5

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of Ms. Jayshree Iyer as an Independent Director for 5 consecutive years

| Details of Voting | Assent (For) No. Shares of Face Value Re. 10 each | | Dissent (Against) No. of votes Ratio | | Invalid poll No. of Votes |
|-------------------|--|-----------------------------|---|-------------------------|------------------------------|
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 1255583 (99.99%) | NIL | NIL | Nil |
| By E Voting | NIL | NIL | 1 | 110 (0.01%) | Nil |
| *Total | 7 | 1255583 (99.99%) | 1 | 110 (0.01%) | Nil |

Resolution No. 6

Nature of Resolution Ordinary Resolution

Subject Matter Reappointment of Mr. Vinod Jhavar as the Managing Director for 3 years



| Details of Voting | Assent (For) No. Shares of Face Value Re. 10 each | | Dissent (Against) No. of votes Ratio | | Invalid poll No. of Votes |
|-------------------|--|-----------------------------|---|-------------------------|------------------------------|
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 1255583 (99.99%) | NIL | NIL | Nil |
| By E Voting | NIL | NIL | 1 | 110 (0.01%) | Nil |
| *Total | 7 | 1255583 (99.99%) | 1 | 110 (0.01%) | Nil |

*Details of Voting:

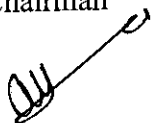
1. 7 members consisting of 12255583 shares of Rs. 10 each voted by Poll in favor of all the resolutions amounting to 99.99% and
 2. 1 member consisting of 110 shares of Rs 10 each dissented all the resolutions through e-voting amounting to 0.01%
- Thus aggregating to 100%.

Based on the abovementioned details, the Resolutions No. 1 to 6 were passed with majority at the 22nd Annual General Meeting of the company by way of poll and e-voting.

Annexure A : Scrutiniser's Report for E -Voting

Annexure B : Scrutiniser's report for Poll on Annual General Meeting

Chairman




Mr. Ramuatar Jhawar

Date: 20th September, 2014

Place: Thane

Annexure - 1

SCRUTINIZER'S REPORT

To

The Chairman

Dhanlaxmi Fabrics Limited

Thane

Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and clause 35B of the listing agreement with the stock Exchanges and submission of Scrutinizer's Report

I, Ramesh Chandra Mishra, a Company Secretary in practice, have been appointed by the Board of Directors of Dhanlaxmi Fabrics Limited ("the Company") as Scrutinizer for the purpose of scrutinizing the e- voting process, and ascertaining the requisite majority on the voting carried out as per the provisions of section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice (hereinafter referred to as "the resolutions") of the Annual General Meeting (AGM) of the members of the Company, to be held on Saturday, 20th September, 2014 at Manpada Road, Bhopar Village, Dombivalli (East), Thane - 421 204.

The AGM Report containing the notice dated 30th May, 2014 convening the Annual General Meeting of the company along with the statement setting out the material facts in respect of resolutions proposed to be passed under section 108 of the Companies Act, 2013 was sent to shareholders on time.

The management of the company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Company Rules, 2014. My responsibility as Scrutinizer is restricted to make a scrutinizer's report of votes cast



Ramesh

| | Ratio | Ratio |
|-----------|-------|--------------|
| E- voting | Nil | 1 (100%)* |

Resolution No. 2

Nature of Resolution Ordinary Resolution

Subject Appointment of Mr N.C.Sharma as an Independent Director of the Company for 5 consecutive years

| Details of Voting | Assent (For) | Dissent (Against) |
|-------------------|-----------------------|-----------------------|
| | No. of votes Ratio | No. of votes Ratio |
| E- voting | 0 | 1 (100%)* |

Resolution No. 3

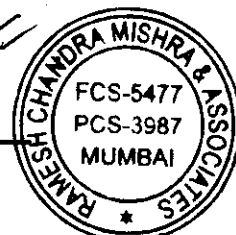
Nature of Resolution Ordinary Resolution

Subject Matter Appointment of M/s S.G.Kabra & Co as an Auditor of the company for 3 consecutive years.

| Details of Voting | Assent (For) | Dissent (Against) |
|-------------------|-----------------------|-----------------------|
| | No. of votes Ratio | No. of votes Ratio |
| E- voting | 0 | 1 (100%)* |

Resolution No. 4

Nature of Resolution Ordinary Resolution



Subject Matter Appointment of Mr Durgesh Kabra as an Independent Director of the company for 5 consecutive years.

| Details of Voting | Assent (For) No. of votes Ratio | Dissent (Against) No. of votes Ratio |
|-------------------|---------------------------------------|--|
| E- voting | 0 | 1 (100%)* |

Resolution No. 5

Nature of Resolution Ordinary Resolution

Subject Appointment of Ms Jayshree Iyer as an Independent Director of the Company for 5 consecutive years

| Details of Voting | Assent (For) No. of votes Ratio | Dissent (Against) No. of votes Ratio |
|-------------------|---------------------------------------|--|
| E- voting | 0 | 1 (100%)* |

Resolution No. 6

Nature of Resolution Ordinary Resolution

Subject Re-appointment of Mr Vinod Jhavar as a Managing Director of the Company

| Details of Voting | Assent (For) No. of votes Ratio | Dissent (Against) No. of votes Ratio |
|-------------------|---------------------------------------|--|
| E- voting | 0 | 1 (100%)* |

*Only one shareholder consisting of 110 shares of Rs 10 each has voted hence amounting to 100% dissent.



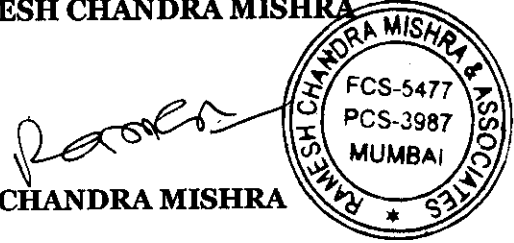
RAMESH CHANDRA MISHRA & ASSOCIATES
FCS, LL.B, PG. DCA

TEL : 022-22037538
MOBILE: 9029000295

Place: Thane

Date: 20th September, 2014

For RAMESH CHANDRA MISHRA



RAMESH CHANDRA MISHRA

COMPANY SECRETARY

MEMBERSHIP NO :- 5477

C.P. NO. 3987

SCRUTINISER'S REPORT

REPORT OF SCRUTINEERS APPOINTED BY THE CHAIRMAN OF THE ANNUAL GENERAL MEETING OF DHANLAXMI FABRICS LTD HELD ON 20TH SEPTEMBER, 2014 AT 1.00 P.M

The Meeting of the Shareholders has been held on 20th September, 2014 at 1:00 p.m. at Manpada Road, Bhopar Village, Dombivali (East), Thane - 421 204 for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the AGM Notice of Dhanlaxmi Fabrics Limited dated 28th August, 2014.

The undersigned Mr. Ramesh Chandra Mishra was appointed by the Chairman of the company as scrutinizer to assist him.

The result of the poll conducted for the Annual General Meeting are as under:-

Resolution No. 1

Nature of Resolution Ordinary Resolution

Subject Matter Adoption of financial statements for the year ended 31st March, 2014

| Details of Voting | Assent (For) No. Shares of Face Value Rs. 10/- each | | Dissent (Against) No. of votes Ratio | | Invalid poll No. of Votes |
|-------------------|--|-------------------------|--|-------------------------|---------------------------|
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 12,55,583 (100%)* | NIL | NIL | NIL |

Resolution No. 2

Nature of Resolution Ordinary Resolution

Subject Matter Appointment of Mr N C Sharma as an Independent Director of the Company for 5 consecutive years

| Details of Voting | Assent (For) No. Shares of Face Value Rs. 10/- | | Dissent (Against) No. of votes Ratio | | Invalid poll No. of Votes |
|-------------------|---|-------------------------|--|-------------------------|---------------------------|
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| | | | | | |

Ramesh

| | | | | | |
|---------|---------------------|-------------------------|---------------------|-------------------------|-----|
| | each | | | | |
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 12,55,583 (100%)* | NIL | NIL | NIL |

Resolution No. 3

Nature of Resolution Ordinary Resolution

Subject Matter Appointment of M/s S.G.Kabra & Co. as the Auditor of the Company for 3 consecutive years

| Details of Voting | Assent (For) No. Shares of Face Value Rs. 10/- each | | Dissent (Against) No. of votes Ratio | | Invalid poll No. of Votes |
|-------------------|--|-------------------------|---|-------------------------|---------------------------|
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 12,55,583 (100%)* | NIL | NIL | NIL |

Resolution No. 4

Nature of Resolution Ordinary Resolution

Subject Matter Appointment Mr. Durgesh Kabra as an Independent Director of the Company for 5 consecutive years

| Details of Voting | Assent (For) No. Shares of Face Value Rs. 10/- each | | Dissent (Against) No. of votes Ratio | | Invalid poll No. of Votes |
|-------------------|--|-------------------------|---|-------------------------|---------------------------|
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 12,55,583 (100%)* | NIL | NIL | NIL |

Kamran

Resolution No. 5

Nature of Resolution Ordinary Resolution

Subject Matter Appointment of Ms Jayshree Iyer as an Independent Director of the Company for 5 consecutive years

| Details of Voting | Assent (For) No. Shares of Face Value Rs. 10/- each | | Dissent (Against) No. of votes Ratio | | Invalid poll No. of Votes |
|-------------------|--|-------------------------|---|-------------------------|---------------------------|
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 12,55,583 (100%)* | NIL | NIL | NIL |

Resolution No. 6

Nature of Resolution Ordinary Resolution

Subject Matter Re-Appointment of Mr Vinod Jhawar as the Managing Director of the Company

| Details of Voting | Assent (For) No. Shares of Face Value Rs. 10/- each | | Dissent (Against) No. of votes Ratio | | Invalid poll No. of Votes |
|-------------------|--|-------------------------|---|-------------------------|---------------------------|
| | No. Of Shareholders | Number of shares with % | No. Of Shareholders | Number of shares with % | |
| By Poll | 7 | 12,55,583 (100%)* | NIL | NIL | NIL |

*Only Seven Shareholders holding 1255583 shares of Rs 10 each casted votes in favor of all resolutions hence amounting to 100% assent.

Ramesh

Based on the abovementioned details, the Resolutions No. 1 to 6 were passed with majority at the Annual General Meeting of the company by way of poll.

Scrutinizer

Mr. Ramesh Chandra Mishra


Date: 20th September, 2014

Place: Thane