

# FABRICS LTD.



Bhopar Village, Manpada Road, Dombivli (East) - 421 204.

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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 29<sup>th</sup>. Annual General Meeting of the company held on 20<sup>th</sup> 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 SIGNAT** 

#### **CHAIRMANS REPORT**

REPORT OF THE CHAIRMAN OF DHANLAXMI FABRICS LTD HELD ON 20<sup>TH</sup> SEPTEMBER, 2014 IN RESPECT OF 22<sup>ND</sup> 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 20<sup>th</sup> 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		nt (For) es of Face no each  Dissent (Against) No. of votes Ratio			Invalid poll No. of Votes
	No. Of Shareho lders	Number of shares with %		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	1	110 (0.01%)	Nil

Resolution No.

2

Nature of Resolution



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

Director for 5 consecutive years

Details of Voting	No. Shar	nt (For) res of Face e. 10 each	Dissent No. o Ratio	(Against) f votes	Invalid poll No. of Votes
		Number of shares with %		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 Sharehold ers	Number of shares with %	No. Of Share holder s	Number of shares with %	
By Poll	7	1255583 (99.99%)	NIL	NIL	Nil
By E Voting	NIL	NIL	1	(0.01%)	Nil
*Total	7	1255583 (99.99%)	1	110 (0.01%)	Nil

Resolution No.	4	<u> </u>
Nature of		
Resolution	Ordinary Resolution	

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

Details of Voting	No. Share	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio	
	No. Of	Number of shares with %	No. Of Sharehol ders	Numb er of share s 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		
<b>Resolution</b>	Ordinary Resolution	

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

Details of Voting	No. Share	Assent (For) No. Shares of Face Value Re. 10 each		Dissent (Against) No. of votes Ratio	
	No. Of Sharehol ders	Number of shares with %	No. Of Sharehol ders	Numb er of share s 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 Jhawar Managing Director for 3 years	as

the

Details of Voting	Assent (For) No. Shares of Face Value Re. 10 each  Dissent (Aga No. of Ratio			gainst) votes	Invalid poll No. of Votes
	No. Of	Number of shares with %	No. Of Sharehol ders	Numb er of share s 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 22<sup>nd</sup> Annual General Meeting of the company by way of poll and evoting.

Annexure A: Scrutiniser's Report for E-Voting

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

Chairman

Mr. Ramuatar Jhawar

Date: 20<sup>th</sup> September, 2014

Place: Thane

FCS, LL.B, PG. DCA

TEL: 022-22037538 Mobile: 9029000295

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 30<sup>th</sup> 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 CHANDRA MISHRA & ASSOCIATES FCS, LL.B, PG, DCA

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"in favour" or "against" the resolutions and "invalid" votes based on report generated from the electronic platform provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

Further to the above, I submit my report as under:

- 1. The e-voting period remained open from Wednesday, 17<sup>th</sup> September, 2014 (9.00 am) to Wednesday, 17<sup>th</sup> September, 2014 (6.00 pm).
- 2. The members of the Company as on cut-off date i.e. Thursday, 21st August, 2014 were entitled to vote on the resolutions in the notice of the Annual General meeting.
- 3. The votes cast were unblocked on Thursday, 18th September, 2014 in the presence of two witnesses, Mrs. Pooja & Ms. Reema who are not in the employment of the Company.
- 4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (https://www.evotingindia.co.in/)
- 5. Based on such e-voting records received, I hereby report 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)		gainst)	
	No.	of	votes	No.	of	votes

FCS-5477
PCS-3987
MUMBAI

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

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	Ratio	**************************************	Ratio	
·			,	
			+	
E- voting	Nil		1 (100%)*	·

Nature of
Resolution

Ordinary Resolution

Subject

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

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

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%)*	

4
Ordinary Resolution

FCS-5477 PCS-3987 MUMBAI

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

TEL: 022-22037538 Mobile: 9029000295

Subject Matter

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

<b>Details of Voting</b>	Assent (For)	Dissent (Against)	
	No. of votes Ratio	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)	Dissent (Against)	
	No. of vote Ratio	No. of votes	
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

MUMBAI

Details of Voting	Assent (For)	Dissent (Against)	
	No. of votes	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

FCS-5477 PCS-3987

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 20<sup>TH</sup> SEPTEMBER, 2014 AT 1.00 P.M

The Meeting of the Shareholders has been held on 20<sup>th</sup> 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 28<sup>th</sup> 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

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

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
∜	1,1-11

Details of Voting	Assent (For) No. Shares of Face Value Rs. 10/-	2101	Invalid poll No. of Votes
			20 -

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	each				
	No. Of Shareh olders	Number of shares with %		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			Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. Of Sharehold ers	Number of shares with %	No. Of Share holder s	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 Sharehold ers	Number of shares with %	Ł	Number of shares with %	·
By Poll	7	12,55,583 (100%)*	NIL	NIL	NIL

Ramer

Resolution l	No. 5		<del></del>
Nature of Resolution	Ordinary Resolu	tion	
Subject Mat	ter Appointment of Director of the C	Ms Jayshree Iyer a Company for 5 cons	s an Independent ecutive 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 Number	No. Of Number	

holder

NIL

shares

with %

NIL

NIL

Resolution No.	6		<del></del>	
Nature of Resolution	Ordinary Resolution			
	The statement of Ma	Vined II	nawar as the	Man

with %

12,55,583 (100%)\*

ers

7

By Poll

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 Sharehold ers	Number of shares with %	No. Of Share holder s	Number of shares with %	
By Poll	7	12,55,583 (100%)*	NIL	NIL	NIL

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

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