



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

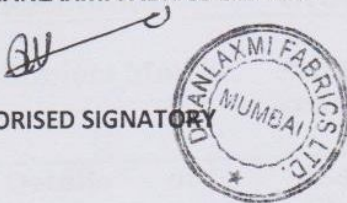
Dear Sir/Madam,

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



2014

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	Ratio	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 Jhawar as the Managing Director for 3 years



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

*Details of Voting:

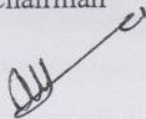
1. 7 members consisting of 12255583 shares of Rs. 10 each voted by Poll in favor of all the resolutions amounting to 99.99% and
 2. 1 member consisting of 110 shares of Rs 10 each dissented all the resolutions through e-voting amounting to 0.01%
- Thus aggregating to 100%.

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

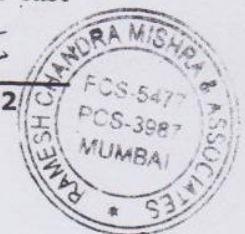
I, Ramesh Chandra Mishra, a Company Secretary in practice, have been appointed by the Board of Directors of Dhanlaxmi Fabrics Limited ("the Company") as Scrutinizer for the purpose of scrutinizing the e- voting process, and ascertaining the requisite majority on the voting carried out as per the provisions 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

6, Sopariwala House, 293, Princess Street, Marine Lines, Mumbai 400002
Email id: sumitamgmt@gmail.com

Ramesh



"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, 17th September, 2014 (9.00 am) to Wednesday, 17th 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)	
	No.	of votes	No.	of votes

6, Sopariwala House, 293, Princess Street, Marine Lines, Mumbai 400002
Email id: sumitamgmt@gmail.com



	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

6, Sopariwala House, 293, Princess Street, Marine Lines, Mumbai 400002
Email id: sumitamgmt@gmail.com



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%)*

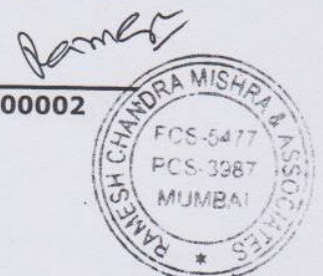
Resolution No. 6

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%)*

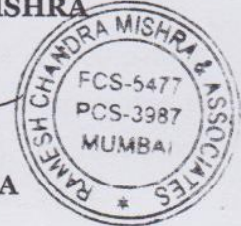
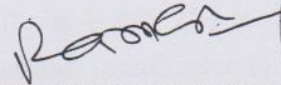
*Only one shareholder consisting of 110 shares of Rs 10 each has voted hence amounting to 100% dissent.



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)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value Rs. 10/- each	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)		Dissent (Against)		Invalid poll No. of Votes
	No. Shares of Face Value Rs. 10/-	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

Ramendra

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