

<b>General information about company</b>	
Scrip code	521151
NSE Symbol	
MSEI Symbol	
ISIN	INE953D01016
Name of the entity	DHANLAXMI FABRICS LIMITED
Date of start of financial year	01-04-2019
Date of end of financial year	31-03-2020
Reporting Quarter	Yearly
Date of Report	31-03-2020
Risk management committee	Not Applicable
Market Capitalisation as per immediate previous Financial Year	Any other

## Annexure I

## Annexure I to be submitted by listed entity on quarterly basis

## I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory																	
Whether the listed entity has a Regular Chairperson													Yes				
Whether Chairperson is related to MD or CEO													Yes				
of the ctor	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re- appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No pro I
DLAL AR	AEFPJ6178M	00002903	Executive Director	Chairperson	MD	22- 02- 1964	NA		01-11-2009			1	0	0	0		
SH NLAL AR	AABPJ1860C	00002908	Executive Director	Not Applicable		26- 04- 1961	NA		01-10-1992			2	0	0	0		
JL DLAL AR	AHQPJ4625H	07966851	Executive Director	Not Applicable		23- 01- 1992	NA		06-08-2019	28-09-2019		1	0	0	0		
HI A	AZVPG8095R	08511294	Non- Executive - Independent Director	Not Applicable		13- 03- 1993	NA		06-08-2019	28-09-2019	8	1	1	2	1		

<b>I. Composition of Board of Directors</b>																	
<b>Disclosure of notes on composition of board of directors explanatory</b>																	
<b>Wether the listed entity has a Regular Chairperson</b>																	
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number in Sta Con incl list Re 2 1 Reg
5	Mr	DURGESH SHYAMLAL KABRA	AADPK7098M	00017670	Non-Executive - Independent Director	Not Applicable		01-03-1963	NA		28-05-2005	28-09-2019		178	1	1	2
6	Mr	ATHUL BASANT RUNGTA	ABTPR9896D	00305731	Non-Executive - Independent Director	Not Applicable		15-06-1963	NA		10-02-2020			1	1	1	2

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00017670	DURGESH SHYAMLAL KABRA	Non-Executive - Independent Director	Chairperson	28-05-2005		
2	08511294	AYUSHI GILRA	Non-Executive - Independent Director	Member	06-08-2019		
3	00305731	ATHUL BASANT RUNGTA	Non-Executive - Independent Director	Member	10-02-2020		
4	00002903	VINOD SOHANLAL JHAWAR	Executive Director	Member	13-11-2019	10-02-2020	

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00017670	DURGESH SHYAMLAL KABRA	Non-Executive - Independent Director	Chairperson	28-05-2005		
2	08511294	AYUSHI GILRA	Non-Executive - Independent Director	Member	06-08-2019		
3	00305731	ATHUL BASANT RUNGTA	Non-Executive - Independent Director	Member	10-02-2020		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08511294	AYUSHI GILRA	Non-Executive - Independent Director	Chairperson	06-08-2019		
2	00017670	DURGESH SHYAMLAL KABRA	Non-Executive - Independent Director	Member	28-05-2005		
3	00305731	ATHUL BASANT RUNGTA	Non-Executive - Independent Director	Member	10-02-2020		
4	00002903	VINOD SOHANLAL JHAWAR	Executive Director	Member	13-11-2019	10-02-2020	

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson							
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	08511294	AYUSHI GILRA	Non-Executive - Independent Director	Chairperson	06-08-2019		
2	00017670	DURGESH SHYAMLAL KABRA	Non-Executive - Independent Director	Member	28-05-2005		
3	00305731	ATHUL BASANT RUNGTA	Non-Executive - Independent Director	Member	10-02-2020		
4	00002903	VINOD SOHANLAL JHAWAR	Executive Director	Member	13-11-2019	10-02-2020	



<b>Other Committee</b>						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

Annexure 1							
Annexure 1							
III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present*	No. of Independent Directors attending the meeting*
1	13-11-2019				Yes	6	2
2		11-01-2020	58		Yes	3	0
3		10-02-2020	29		Yes	6	3

Annexure 1								
IV. Meeting of Committees								
Disclosure of notes on meeting of committees explanatory							Number of Directors present*	No. of Independent Directors attending the meeting*
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)		
1	Audit Committee	13-11-2019				Yes	04	03
2	Audit Committee	10-02-2020	88			Yes	03	03
3	Stakeholders Relationship Committee	10-02-2020				Yes	03	03
4	Nomination and remuneration committee	10-02-2020				Yes	03	03

<b>Annexure 1</b>			
<b>V. Related Party Transactions</b>			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	Yes	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

<b>Annexure 1</b>		
Sr	Subject	Compliance status
1	Name of signatory	VISHNU HARJIVANBHAI THAKER
2	Designation	Company Secretary

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.dfl.net.in/product.html">http://www.dfl.net.in/product.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://dfl.net.in/docs/TERMS%20AND%20CONDITIONS%20OF%20APPOINTMENT%20INDEPENDANT%20DIRECTORS.pdf">http://dfl.net.in/docs/TERMS%20AND%20CONDITIONS%20OF%20APPOINTMENT%20INDEPENDANT%20DIRECTORS.pdf</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.dfl.net.in/manage.html">http://www.dfl.net.in/manage.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://dfl.net.in/docs/coc_pol010419.pdf">http://dfl.net.in/docs/coc_pol010419.pdf</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://dfl.net.in/docs/WHISTLEBLOWER%20POLICY.pdf">http://dfl.net.in/docs/WHISTLEBLOWER%20POLICY.pdf</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://dfl.net.in/docs/POLICY%20ON%20NOMINATION%20AND%20REMUNERATION%20OF%20DIRECTORS.pdf">http://dfl.net.in/docs/POLICY%20ON%20NOMINATION%20AND%20REMUNERATION%20OF%20DIRECTORS.pdf</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://dfl.net.in/docs/POLICY%20ON%20RELATED%20PARTY%20TRANSACTIONS.pdf">http://dfl.net.in/docs/POLICY%20ON%20RELATED%20PARTY%20TRANSACTIONS.pdf</a>
8	Policy for determining 'material' subsidiaries	Yes		<a href="http://dfl.net.in/docs/POLICY_DMS.pdf">http://dfl.net.in/docs/POLICY_DMS.pdf</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.dfl.net.in/fam_prg.html">http://www.dfl.net.in/fam_prg.html</a>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://dfl.net.in/manage.html">http://dfl.net.in/manage.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://dfl.net.in/manage.html">http://dfl.net.in/manage.html</a>
12	Financial results	Yes		<a href="http://www.dfl.net.in/financial-result.html">http://www.dfl.net.in/financial-result.html</a>
13	Shareholding pattern	Yes		<a href="http://www.dfl.net.in/share_hold_patt.html">http://www.dfl.net.in/share_hold_patt.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		<a href="http://www.dfl.net.in/docs/bm-10022020-navshaktifpj.pdf">http://www.dfl.net.in/docs/bm-10022020-navshaktifpj.pdf</a>
18	Credit rating or revision in credit rating obtained	NA		
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="http://www.dfl.net.in/">http://www.dfl.net.in/</a>
20	Whether	Yes		<a href="http://www.dfl.net.in/manage.html">http://www.dfl.net.in/manage.html</a>



	company has provided information under separate section on its website as per Regulation 46(2)			
21	Materiality Policy as per Regulation 30	Yes		<a href="http://dfi.net.in/docs/POLICY%20FOR%20DETERMINATION%20OF%20MATERIAL%20EVENTS.pdf">http://dfi.net.in/docs/POLICY%20FOR%20DETERMINATION%20OF%20MATERIAL%20EVENTS.pdf</a>
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		<a href="http://www.dfi.net.in/">http://www.dfi.net.in/</a>

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA	
23	Meeting of Risk Management Committee	21(3A)	NA	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	Yes	
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	Yes	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	NA	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
Any other information to be provided - Add Notes				

<b>Annexure II</b>		
1	Name of signatory	VISHNU HARJIVANBHAI THAKER
2	Designation	Company Secretary and Compliance Officer

<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Annexure II</b>		
1	Name of signatory	VISHNU HARJIVANBHAI THAKER
2	Designation	Company Secretary and Compliance Officer



<b>Signatory Details</b>	
Name of signatory	VISHNU HARJIVANBHAI THAKER
Designation of person	Company Secretary and Compliance Officer
Place	MUMBAI
Date	08-05-2020

