

Dhanlaxmi

Fabrics Limited

(CIN: L17120MH1992PLC068861)

23rd

Annual Report

2014 - 15

BOARD OF DIRECTORS

NAME	DESIGNATION	DIN
Shri Ramautar S. Jhavar	- Chairman :	00002907
Shri Vinod S. Jhavar	- Managing Director :	00002903
Shri Mahesh S. Jhavar	- Director :	00002908
Shri N. C. Sharma	- Director :	00003178
Shri Durgesh Kabra	- Director :	00017670
Smt Jayashree Iyer	- Women Director :	01520083

**AUDITORS**

S. G. Kabra & Co.
Chartered Accountants

**BANKERS**

ING Vysya Bank,
The Shamrao Vithal Co-Operative Bank
AXIS Bank.
State Bank of India

**REGISTRAR & SHARE TRANSFER AGENTS**

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka,
Andheri (East), Mumbai – 400 072.
Tel. No. 091-022-28473474 / 28470653 / 40430200
Fax No. 091-022-28475207 □ email : investor @bigshareonline.com

**REGISTERED OFFICE**

Manpada Road, Bhopar Village, Dombivli (East), Thane – 421 204. Maharashtra.
Tel. No.:091-0251-2870589 / 590 / 591
Fax No. : 091-0251-2870545 □ email : info@dlf.net.in

**CORPORATE OFFICE:**

285,Princess Street, Jhavar House, 2nd Floor, Mumbai – 400 002.
Tel No. : 091-022-22008176/7 □ Fax No. 091-022-22089558

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NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the members of Dhanlaxmi Fabrics Limited (CIN: L17120MH1992PLC068861) will be held at the Registered office of the company at Manpada Road, Bhopar Village, Dombivali (East), Thane – 421 204, Maharashtra on Saturday, 19th September, 2015 at 1.00 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended 31st March, 2015, and the Balance Sheet as on that date and the Reports of the Board of Directors and Auditors thereon.
2. **Appointment of Mr. Mahesh Jhawar as a Director who retires by rotation.**

To consider and if thought fit to pass with or without modification(s) the following resolution as a Ordinary Resolution:

“**RESOLVED that** pursuant to the provisions of sections 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed thereunder, of the Act, as amended from time to time, Mr. Mahesh Jhawar (DIN 00002908), a non-executive Director of the Company, whose period of office is liable to termination by retirement of director who has offered himself for reappointment be and is hereby reappointed as the director of the company with effect from September 30, 2015 to September 20, 2020.”

3. Appointment of Auditors

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED that** pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. S.G. Kabra & Co., Chartered Accountants (Firm Registration No.104507W), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty - Fifth AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Date : 27th May, 2015
Place : Mumbai

For and on behalf Of the Board Of Directors

**Sd/-
Ramautar S. Jhawar
Chairman**

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member. Proxies in order to be effective must be received at the company's registered office at Manpada Road, Bhopar Village, Dombivali (East), Thane - 421204 not less than forty eight hours before the meeting.
2. As per section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Monday 14th September, 2015 to Friday 18th September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
3. In compliance with SEBI Circular No. D&CC/FITT/CIR-15/2002 dated December 27, 2002 read with circular No. D&CC/FITTC/CIR-18/2003 dated February 12, 2003, mandating a Common Agency for Share Registry Work (Physical & Electronic), the company has already appointed M/s. Big Share Services Private Limited at E 2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400072
4. Members are requested to notify immediately any change in their address :
 - a. To their Depository Participants in respect of their electronic share accounts , and
 - b. To the share transfer agent M/s. Big Share Services Private Limited at E 2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai 400072 email – investor@bigshareonline.com
5. Members may please bring the Admission Slip duly filled in and may hand over the same at the entrance of the Meeting Hall.
6. Members desirous of obtaining any information concerning accounts and operations of the Company are requested to address their questions in writing to the Board of Directors of the Company at least 7 days before the date of the Meeting so that the information required may be made available at the Meeting.
7. Members are requested to bring the copy of the Annual Report sent to them.
8. Information required to be furnished under cl. 49 of the Listing Agreement.

As required under the listing Agreement with the Stock Exchanges, the particulars of Director who is proposed to be appointed/reappointed is given below:

Name:	Mr.Mahesh Jhawar
Date of Birth	26 th April, 1961
Qualifications:	B.COM
Expertise in specific functional areas:	Textile Marketing.
Directorship in other Companies:	i Dhanlaxmi Cotex Ltd. ii. Sohanlal Export Fabrics Pvt. Ltd. iii. Dhanlaxmi Export Fabrics Pvt. Ltd.iv.Western Chlorides and Chemical Pvt. Ltd.v.Dhanlaxmi Fabrics Ltd.vi. Jhawar Trade And Investments Private Ltd.vii. Semai Trading Pvt. Ltd.viii. M R Share broking Pvt. Ltd. ix. V R M Share Broking Pvt. Ltd. xi.Dhanesh Fabrics Pvt. Ltd. xii. DFL Fabrics Pvt. Ltd. xiii.BEW Engineers & works Pvt. Ltd.xiv.Dhanlaxmi Export Fabric LLP Ltd. xv.Ramavtar Trading Private Limited.
Name of Companies in Committees of which holds membership/chairmanship	ONE
No. of Shareholding in Dhanlaxmi Fabrics Limited	27400
Promoter Group	Yes
Promoter Group Shareholding	6427506

NOTES ON E-VOTING:

9. In terms of Sections 107 and 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, read with SEBI Circular bearing No. CIR/CFD/POLICY CELL/2/2014 DATED APRIL 17, 2014, the Company is providing its members the facility to exercise their right to vote at the meeting by electronic means on any or all of the businesses specified in the accompanying notice. Necessary arrangements have been made by the Company with CDSL to facilitate e-voting. E-voting is optional and members shall have the option to vote either through e-voting or in person at the General Meeting.

10. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Wednesday 16th September 2015 at 9.00 a.m. and ends on Friday 18th September 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12th September, 2015 may cast their vote electronically. The e-voting module shall be display by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)- Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.- In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details# DOB#	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant DHANLAXMI FABRICS LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
11. A copy of this notice has been placed on the website of the Company and the website of CDSL.
12. In case of Members who are entitled to vote but have not exercised their right to vote by electronic means, the Chairman of the Company will order a poll on his own motion or on demand at the Meeting in terms of Section 108/109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 27th May, 2015

Sd/-
Ramautar S. Jhavar
Chairman

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Twenty Third Annual Report on the business operations and activities of the Company together with the Audited Accounts for the Financial Year ended 31st March, 2015.

Summarized Financial Results:

Particulars	(Rs. in lacs)	
	Year ended 31.03.2015	Year ended 31.03.2014
Income from operations	7837.27	6,306.04
Operating Profit	1051.77	1,171.69
Less : Interest	310.33	184.88
Less: Depreciation	488.47	594.29
Profit before tax	252.97	392.52
Less: Provision for tax	127.53	78.54
Profit after tax	125.44	313.98
Add/(Less) Deferred Tax Assets/ (Liabilities)	63.05	(133.40)
Net Profit for the year	188.49	180.58

Operations:

For the financial year ended 31st March, 2015 the Revenue from operation of the Company increased substantially to Rs.7837.27 Lacs as compared to Rs.6306.04 Lacs in Previous Year. The Net Profit of the Company for the year under review is of Rs.188.49 Lacs as compared to previous year Net Profit of Rs.180.58 Lacs.

CONSOLIDATED FINANCIAL RESULTS:

Net Sales of the Company were Rs. 9896.29 lacs as compared to Rs.8282.20 lacs in the previous year. The Net Profit was Rs.220.31 lacs as compared to Rs.204.06 lacs in the previous year.

CONSOLIDATED FINANCIAL STATEMENTS:

The Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2015, prepared in accordance with the Companies Act, 2013 ("the Act") and Accounting Standard (AS) - 21 on Consolidated Financial Statements is provided in the Annual Report.

TRANSFER TO RESERVES:

The Company not proposes to carry any amount to the General Reserves of the Company for the financial year 31st March, 2015 as per audited standalone financial statements.

SUBSIDIARY COMPANIES:

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing Salient features of the Financial Statements of the subsidiary companies in Form AOC-1 is Annexed –I in this Board's Report.

Pursuant to the provisions of Section 136 of the Companies Act, 2013, the financial statements of the Company, consolidated financial statements together with relevant documents and separate audited accounts in respect of subsidiaries, are available on the website of the Company.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with Stock Exchange in India, is presented in a separate section forming part of the Annual Report.

STATE OF AFFAIRS OF THE COMPANY:

In textile segment the company is having fabric process house and yarn dyeing unit at Dombivli district Thane and weaving unit at Ichalkaranji district Kolhapur. Fabric process house is fully equip with latest machinery to bleach, dye, print& finish all type of textile fabric. Yarn dyeing unit is also fully equip to bleach & dye the yarn required for fancy fabric. Weaving unit is consisting of 36 airjet looms equip to produce 36 lacs mtr per year.

In power segment the company has installed Wind turbine of 1.25 MW in Dhule Maharashtra and 2.00 MW in Nettur Tamilnadu.

FUTURE OUTLOOK:

Now a days the Readymade garments and online shopping trends is increasing in India due to this the demand of designer fancy fabrics will substantially increase your company is ready to take advantage of this increase demand of fancy fabric with the help of its weaving unit installed in Sep- 2013 and capable to produce all type of grey fancy fabrics which can be process at its most modern process house.

Your Directors are hopeful for better future

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

There was no change in the nature of business of the Company or any of its subsidiaries during the year.

NUMBER OF MEETINGS OF THE BOARD:

The Board met 4 times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

DIVIDEND

With a view for the expansion plans, the Board does not recommend any dividend for the year 2014-2015.

DIRECTORS

1. In accordance with the provisions of the Companies Act,2013 read with cl. 49 of the Listing Agreement Mr. Mahesh Jhavar– Non Executive Directors of the Company is liable to retire at Annual General Meeting and offered himself for re-appointment.
2. Shri Mihir Mehta resigned on 20th September,2014.
3. Smt. Jayashree Iyer was appointed as director of the company on 20th September,2014.

PERFORMANCE OF THE BOARD AND COMMITTEES:

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

- (i) Most of the Directors attended the Board meeting;
- (ii) The remunerations paid to executive Directors are strictly as per the company and industry policy.
- (iii) The Independent Directors only received sitting fees.
- (iv) The Independent Directors contributed a lot in the Board and committee deliberation and business and operation of the company and subsidiaries based on their experience and knowledge and Independent views.
- (v) The Credit Policy, Loan Policy and compliances were reviewed periodically;
- (vi) Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Board and Audit committee.

MEETING OF INDEPENDENT DIRECTORS:

Pursuant of the provision of Section 149 (8) of the Companies Act, 2013 read with Schedule IV and Clause 49 of the Listing Agreement, the Independent Directors of the Company, reviewed the performance of Non-independent directors and the Board as a whole including the Chairperson of the Company, views expressed by the executive directors and non-executive directors at various level, and quantified the quality, quantity and timeliness of flow of information between the Company, management and the Board and expressed satisfaction.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION:

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. As on 31st March, 2015, the Board consists of 6 members. Out of which one is the Managing Director, one is Chairman of the Company Three are non Executive Director of the company and one is the women director of the company.

The policy of the Company on directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub section (3) of Section 178 of the Companies Act, 2013, adopted by the Board and are stated in this Board report. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

FIXED DEPOSIT

As on 31st March, 2015 the Company held no deposit in any form, from anyone. There was no deposit held by the Company as on 31st March, 2015 which was overdue or unclaimed by the depositors. For the present the Board of Directors have resolved not to accept any deposits from public, shareholders and others.

NOMINATION AND REMUNERATION COMMITTEE AND STAKEHOLDERS RELATIONSHIP COMMITTEE

Pursuant to the Section 178 of the Companies Act, 2013, the Company has set up a Nomination and Remuneration and Stakeholders Relationship Committee under the Chairmanship of the Independent Director Mr. N. C. Sharma, Mr. Durgesh Kabra, Mr. Ramautar S. Jhavar.

The Gist of the Policy of the said committee:

For Appointment of Independent Director (ID):

- a. Any person who is between the age of 25 years and below 75 years eligible to become Independent Director(ID);
- b. He has to fulfill the requirements as per section 149 of the Companies Act, 2013 read with Clause 49 of the Listing Agreement;
- c. Adhere to the code of conduct as per Schedule IV to the Companies Act, 2013;
- d. Strictly adhere to the Insider Trading Regulation of the SEBI and Insider Trading policy of the Company;
- e. Independent Director should have adequate knowledge and reasonably able to contribute to the growth of the Company and stakeholders;
- f. Independent Director should be able to devote time for the Board and other meetings of the company;
- g. Entitled for sitting fees and Reasonable conveyance to attend the meetings; and
- h. Able to review the policy, participate in the meeting with all the stakeholders of the company at the Annual General Meeting.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is defined in the Internal Audit Manual. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to Board.

M/s. Biyani Kabra & Associates – Chartered Accountants is the internal Auditor of the Company.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the Section 134(3)(c) and Section 134 (5) of the Companies Act, 2013, the Board of Directors of the Company hereby confirm:

- (i) That in the preparation of the accounts for the financial year ended 31stMarch, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for the year under review;
- (iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) That the Directors have prepared the accounts for the financial year ended 31stMarch 2015 on a 'going concern' basis.
- (v) The internal financial controls laid and have been followed by the company and that such controls are adequate and are operating effectively. Such controls means controls and policies and procedures adopted and adherence by the company for orderly and efficient conduct of the business for safeguarding assets, prevention and detection of frauds and errors and maintenance of accounting records and timely preparation of financial statements and review its efficiency.
- (vi) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INDEPENDENT DIRECTORS DECLARATION:

The Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Independent Directors under section 149(6) of the Companies Act, 2013 declared that:

1. They are not a promoter of the Company or its holding, subsidiary or associate company;
2. They are not related to promoters or directors in the company, its holding, subsidiary or associate company.
3. The independent Directors have /had no pecuniary relationship with company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
4. None of the relatives of the Independent Director has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
5. Independent Director, neither himself nor any of his relatives—
 - (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten percent. or more of the gross turnover of such firm;
 - (iii) Holds together with his relatives two percent. or more of the total voting power of the company; or
 - (iv) is a Chief Executive or Director, by whatever name called, of any nonprofit organization that receives twenty-five percent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two percent. or more of the total voting power of the company;
6. Independent Director possesses such qualifications as may be directed by the Board.
The Company & the Independent Directors shall abide by the provisions specified in Schedule IV of the Companies Act, 2013.

BOARD EVALUATION :

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors should be done by the entire Board of Directors, excluded the director being evaluated.

The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.

AUDITORS

At the Annual General Meeting held on September 20, 2014 M/s. S.G. Kabra & Co. Chartered Accountants, were appointed as auditors of the Company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2017.

In terms of the first proviso to Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s. S. G. Kabra & Co. Chartered Accountants, as statutory auditors of the Company, is placed for ratification by the shareholders.

In this regard, the Company has received a certificate from the auditors to the effect that if they are re-appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

AUDITORS REPORT

The Auditors have not made any qualification to the financial statement. Their reports on relevant notes on accounts are self-explanatory and do not call for any comments under section 134 of the companies Act, 2013.

COST AUDIT

The central govt. has not prescribed the maintenance of Cost records under section 148 of the Companies Act 2013 for the year ended 31st March 2015

SECRETARIAL AUDIT REPORT

M/s. Ramesh Chandra Mishra & Associates, Company Secretary in Practice was appointed to conduct the Secretarial Audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for F.Y. 2014-15 is Annexed-II to this Board's Report.

The Board has re-appointed M/s. Ramesh Chandra Mishra & Associates, Company Secretary in Practice, as Secretarial Auditor of the Company for the financial year 2015-16.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE COURTS/REGULATORS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

VIGIL MECHANISM / WHISTLE BLOWER POLICY:

The Company has a vigil mechanism named Fraud and Risk Management Policy (FRM) to deal with instance of fraud and mismanagement, if any, in staying true to our values of Strength, Performance and Passion and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

A high level Committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

The FRM Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

RELATED PARTY TRANSACTIONS/CONTRACTS:

Pursuant to the Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contract or arrangement entered into by the Company with related parties referred to in Section 188(1) in Form AOC-2 is Annexed-III to this Board's Report.

The details of such related party transactions are available in the Notes to the Standalone financial statements section of the Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Loans, Guarantees and Investments covered under section 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

EXTRACT OF ANNUAL RETURNS

Pursuant to the Section 134(3)(a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return is Form MGT-9 is Annexed-IV in the report

INSURANCE OF ASSETS

All the fixed assets, finished goods, semi-finished goods, raw material, packing material and goods of the Company lying at different locations have been insured against fire and allied risks.

BANK AND FINANCIAL INSTITUTIONS

Directors are thankful to their bankers for their continued support to the company.

EMPLOYER/EMPLOYEE RELATIONS

The relationship with the workers of the Company's manufacturing units and other staff has continued to be cordial. The Directors wish to put on record their sincere appreciation and gratitude for the services rendered by the workers and staff at all levels.

HUMAN RESOURCES MANAGEMENT:

We take this opportunity to thank employees at all levels for their dedicated service and contribution made towards the growth of the Company. The relationship with the workers of the Company's manufacturing units and other staff has continued to be cordial.

To ensure good human resources management at the company, we focus on all aspects of the employee lifecycle. This provides a holistic experience for the employee as well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs.

As per provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is Annexed-V to this Board's report.

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.

Considering the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report is being sent to the members of the Company and others entitled thereto. The said information is available for inspection at the registered office of the Company during business hours from 11 a.m to 5 p.m on working days of the Company up to the date of the ensuing Annual General Meeting. Any shareholder interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

CORPORATE GOVERNANCE:

A Report on Corporate Governance along with a Certificate from M/s. Ramesh Chandra Mishra & Associates, regarding compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement with Stock Exchange forms part of this Report and Annexed-VI to this Board's Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules 1988 are given is Annexed-VII to this report.

Disclosure under the Sexual Harsament of women at work place (Prevention, Prohibition and Redressal Act, 2013.)

The Company has appointed health and safety committee for the above purpose.

RISK MANAGEMENT POLICY

The company has developed Risk Management Policy mainly covering the following areas of concerns

1. License and policy of respective government all over the world in connection with export of goods and matter in connection with textiles and fabrics.
2. Mandatory compliance safeguards in accordance with Factories Act, 1948 and other applicable laws and Acts & certification of manufacturing factory located at Dombivali and Ichalkaranji.
3. Adequate policy in connection with foreign exchange management fluctuations thereof duly placed before the Board

Acknowledgements

The Directors place on record their appreciation for co-operation and support extended by the Government, Banks, Shareholders, and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

For and on behalf of the Board of Directors

Place : Mumbai
Date : 27th May, 2015

Sd/-
Ramautar S. Jhawar
Chairman

Annexure to the Directors' Report

ANNEXURE - I Salient feature of Financial Statement of Subsidiaries Companies

Rupees in Lacs

Name of Subsidiary Company	Western Cholride & Chemicals Pvt. Ltd.	Dhanesh Fabrics Pvt. Ltd.	DFL Fabrics Pvt. Ltd.
Reporting Currency	INR	INR	INR
Rate	1.00	1.00	1.00
Capital	3.00	1.00	1.00
Reserve	11.19	25.97	64.91
Total Assets	14.29	177.67	310.31
Total Liabilities	14.29	177.67	310.31
Investments Other than Investment in Subsuduary	NIL	NIL	NIL
Turnover	1.44	1505.97	576.35
Profit before Taxation	0.14	9.90	35.92
Provision for Taxation	0.05	3.06	11.10
Profit After Taxation	0.09	6.84	24.82
Proposed Dividend	NIL	NIL	NIL
% of Shareholding	99.97	99.99	99.80

ANNEXURE-II

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Dhanlaxmi Fabrics Limited
 Mumbai

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dhanlaxmi Fabrics Limited (hereinafter called the Company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made thereunder and certain provisions of Companies Act, 1956 and rules made thereunder;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):

5. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
6. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
7. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
8. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
9. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not Applicable to the Company during the Audit Period);

I have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited.

I report that, during the year under review, the Company has complied with the provisions of the Acts, rules, regulations and guidelines mentioned above.

I further report that, there were no actions / events in pursuance of:

1. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
2. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
3. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998,

requiring compliance thereof by the Company during the financial year and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

Further based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the course and conduct of Secretarial Audit, I hereby report that in my opinion, the

Company has, during the audit period covering the financial year ended on March 31, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner as required under the various provisions of Companies Act, 2013, SEBI Act, 1992 and all other laws and applicable provisions there under.

I further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of quarterly compliance reports by respective department heads taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like Labour Laws:

1. Labour Laws:

- a. All the Premises and Establishments have been registered with the Appropriate Authorities. Act, 1940.
- b. The Company has not employed any child labour/Bonded labour in any of its establishments.
- c. The Company is ensuring the compliance of PF/ESIC and other social security measures to the contract employees.
- d. Adequate safety measures were in place for woman workers.
- e. Adequate fire safety equipment's placed in the factory premises.

2. Environmental Laws

- a. The Company is not discharging the contaminated water at the public drains/rivers .
- b. The Company has efficient water treatment plants at its factory premises.
- c. The company has been disposing the hazardous waste as per applicable rules.

I further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

I further report that, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance to all Directors, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views have been recorded.

I further report that, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

Place : Mumbai
Date : 27th May 2015

For Ramesh Chandra Mishra & Association
Sd/-
Ramesh Mishra
FCS:5477
PCS: 3987

ANNEXURE-II**FORM NO. AOC -2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Date of approval by the Board	
f)	Amount paid as advances, if any	

Form shall be signed by the people who have signed the Board's Report.

Place : Mumbai
Date : 27th May, 2015

For and on behalf of the Board of Directors

Sd/-
Ramautar S. Jhawar
Chairman

ANNEXURE - IV**FORM NO. MGT 9****EXTRACT OF ANNUAL RETURN**

as on financial year ended on 31.03.2014

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014.**I REGISTRATION & OTHER DETAILS:**

i	CIN	L17120MH1992PLC068861
ii	Registration Date	01/10/1992
iii	Name of the Company	Dhanlaxmi Fabrics Ltd
iv	Category/Sub-category of the Company	Public Ltd Company
v	Address of the Registered office & contact details	Manpada Road, Bhopar Village, Dombivli (East), Thane- 421 204. Maharashtra
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (East), Mumbai-400 072

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated

SL No	Name & Description of main products /service	NIC Code of the Products/ervices	% to total turnover of the company
1	Processing of Fabric & Yarn	1313	45.94
2	Fabric Manufacturing & Trading	1311	52.48
3	Wind Power Generation		1.58

III PARTICULARS OF HOLDING , SUBSIDIARY & ASSOCIATE COMPANIES

Sl No	Name of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	Dhanesh Fabrics Pvt Ltd	L17120MH2008PTC186271	Subsidiary	99.99	2(87)
2	DFI Fabrics Pvt Ltd	U51109MH2008PTC186271	Subsidiary	99.80	2(87)
3	Western Chlorides & Chemicals Pvt Ltd	U24100MH1970PTC014919	Subsidiary	99.99	2(87)
4	Dhalaxmi Cotex Ltd	L51100MH1987PLC042280	Associate	NIL	2(6)
5	Sohanlal Export Fabrics Pvt Ltd	U17100MH1987PTC052567	Associate	NIL	2(6)
6	Dhanlaxmi Export Fabric Pvt Ltd	U18101MH1991PTC062950	Associate	NIL	2(6)
7	Promtech Impex Pvt Ltd	U74140MH1992PTC259947	Associate	NIL	2(6)
8	MR Share Broking Pvt Ltd	U67120MH1999PTC122709	Associate	NIL	2(6)
9	VRM Share Broking Pvt Ltd	U67120MH2000PTC125421	Associate	NIL	2(6)

DHANLAXMI FABRICS LIMITED

Statement Showing Shareholding Pattern

C. Category of Shareholder (I)	No. of Shares held at the beginning of the year: 01/4/2014		No. of Shares held at the end of the year 31/3/2015					
	Demat (III)	Physical (IV)	Demat (VII)	Physical (VIII)				
(II)	Total Shares (V)	Total % (VI)	Total Shares (IX)	Total % (X)				
(a) INDIVIDUAL / HUF	1739011	477500	2216511	25.83	2027481	477500	2504981	29.19
(b) CENTRAL / STATE GOVERNMENT(S)								
(c) BODIES CORPORATE	2642525	0	2642525	30.79	2642525	0	2642525	30.79
(d) FINANCIAL INSTITUTIONS / BANKS								
(e) ANY OTHERS (Specify)								
(i) DIRECTORS RELATIVES								
(ii) GROUP COMPANIES	1280000	0	1280000	14.92	1280000	0	1280000	14.92
(iii) TRUSTS								
SUB TOTAL (A)(1) :	5661536	477500	6139036	71.54	5950006	477500	6427506	74.90
(a) INDIVIDUAL								
(b) BODIES CORPORATE								
(c) INSTITUTIONS								
(d) QUALIFIED FOREIGN INVESTOR								
(e) ANY OTHERS (Specify)								
SUB TOTAL (A)(2) :								
Total holding for promoters								
(A)=(A)(1) + (A)(2)	5661536	477500	6139036	71.54	5950006	477500	6427506	74.44
Total (A) + (B) :	5661536	477500	6139036	71.54	5950006	477500	6427506	74.44
(a) MUTUAL FUNDS / UTI								
(b) FINANCIAL INSTITUTIONS / BANKS								
(c) CENTRAL / STATE GOVERNMENT(S)								
(d) VENTURE CAPITAL FUNDS								
(e) INSURANCE COMPANIES								
(f) FII'S								
(g) FOREIGN VENTURE CAPITAL INVESTORS								
(h) QUALIFIED FOREIGN INVESTOR								

Category of Shareholder	No. of Shares held at the beginning of the year: 01/04/2014		No. of Shares held at the end of the year : 31/03/2015	
	Demat	Physical	Demat	Physical
(d) ANY OTHERS (Specify)				
(i) TRUSTS				
(ii) CLEARING MEMBER				
(iii) DIRECTORS RELATIVES				
(iv) EMPLOYEE				
(v) NON RESIDENT INDIANS (NRI)	868	0	848	0
(vi) OVERSEAS BODIES CORPORATES		868		848
(vii) UNCLAIMED SUSPENSE ACCOUNT				0.01
SUB TOTAL (B)(2) :	2139404	302660	1853834	2153594
Total Public Shareholding		2442064	28.46	25.10
(B)=(B)(1) + (B)(2)	2139404	302660	28.46	25.56
Total (A) + (B) :	7800940	780160	100.00	100.00
(a) SHARES HELD BY CUSTODIANS				
(i) Promoter and Promoter Group				
(ii) Public				
SUB TOTAL (C)(1) :				
(C)=(C)(1)				
Total (A) + (B) :	7800940	780160	100.00	100.00
Grand Total (A) + (B) + (C)	7800940	780160	100.00	100.00

NOTES :

1) NAME, NUMBER OF SHARES HELD & PERCENTAGE OF ENTITIES / PERSONS HOLDING MORE THAN 1% OF THE TOTAL SHARES OF THE COMPANY IS AS PER ANNEXURE

B. SHAREHOLDING OF PROMOTERS

Sr.No	NAME	Shareholding at the beginning of the year 01/04/2014		Shareholding at the end of the year 31/03/2015			
		Number of Shares	%Shares of the Company	Number of Shares	%Shares of the Company		
1	VADANA V JHAWAR	11000	0.1282	11000	0.1282	0.0000	0.0000
2	VINOD JHAWAR HUF	11000	0.1282	30000	0.3496	0.0000	0.2214
3	VINOD S JHAWAR	11000	0.1282	11000	0.1282	0.0000	0.0000
4	LAXMI M JHAWAR	11000	0.1282	11000	0.1282	0.0000	0.0000
5	MAHESH JHAWAR	11000	0.1282	11000	0.1282	0.0000	0.0000
6	MAHESH S. JHAWAR	16400	0.1911	16400	0.1911	0.0000	0.0000
7	LALIT VINOD JHAWAR	26200	0.3053	26200	0.3053	0.0000	0.0000
8	MAHESH JHAWAR HUF .	26700	0.3111	56700	0.6608	0.0000	0.3497
9	MUKUL VINOD JHAWAR	0	0.0000	60000	0.6992	0.0000	0.6992
10	RAHUL MAHESH JHAWAR	40200	0.4685	70200	0.8181	0.0000	0.3496
11	RAMAUTAR S JHAWAR	44300	0.5163	44300	0.5163	0.0000	0.0000
12	RAMAUTAR JHAWAR HUF .	47000	0.5477	136470	1.5904	0.0000	1.0427
13	LAXMI M. JHAWAR	66273	0.7723	96273	1.1219	0.0000	0.3496
14	RAMAUTAR S. JHAWAR	96700	1.1269	96700	1.1269	0.0000	0.0000
15	VANDANA VINOD JHAWAR	133200	1.5522	133200	1.5522	0.0000	0.0000
16	RAMAVTAR S JHAWAR	143900	1.6769	143900	1.6769	0.0000	0.0000
17	SOHANLAL S JHAWAR	195300	2.2759	195300	2.2759	0.0000	0.0000
18	VINIT R JHAWAR	198800	2.3167	198800	2.3167	0.0000	0.0000
19	V R M SHARE BROKING P. LTD.	200000	2.3307	200000	2.3307	0.0000	0.0000
20	M R SHARE BROKING PVT LTD	200000	2.3307	200000	2.3307	0.0000	0.0000
21	KAMALA RAMAUTAR JHAWAR	257730	3.0035	287730	3.3531	0.0000	0.3496
22	DHANLAXMI COTEX LTD.	347079	4.0447	347079	4.0447	0.0000	0.0000
23	VINOD SOHANLAL JHAWAR	375300	4.3736	375300	4.3736	0.0000	0.0000
24	DHANLAXMI EXPORT FABRICS PVT. LTD.	438000	5.1042	438000	5.1042	0.0000	0.0000
25	RAMAUTAR S. JHAWAR	493508	5.7511	493508	5.7511	0.0000	0.0000
26	PROMTECH IMPEX PVT LTD	1280000	14.9165	1280000	14.9165	0.0000	0.0000
27	JHAWAR COMMODITIES PVT LTD	1457446	16.9844	1457446	16.9844	0.0000	0.0000
TOTAL		6139036	71.5414	6427506	74.9031	0.0000	3.3617

C . CHANGE IN PROMOTERS SHAREHOLDING

	Shareholding at the beginning of the year 01/04/2014		Shareholding at the end of the year 31/03/2015	
	Number of Shares	% of total shares of the company	Number of Shares	% of total shares the company
At the beginning of the year	6139036		6139036	71.54
INCREASE 02/01/2015	228970	2.67	6368006	74.21
INCREASE 30/01/2015	59500	0.69	6427506	74.90
At the end of the year			6427506	74.90

D. SHAREHOLDING OF DIRECTORS' & KMP

	Shareholding at the beginning of the year 01/04/2014		Shareholding at the end of the year 31/03/2015	
	Number of Shares	% of total shares of the company	Number of Shares	% of total shares the company
Ramautar S. Jhawar	778408	9.07	778408	9.07
Vinod S. Jhawar	386300	4.50	386300	4.50
Mahesh S. Jhawar	27400	0.32	27400	0.32
N. C. Sharma	-	-	-	-
Durgesh Kabra	-	-	-	-
Smt. Jayashree Iyer	-	-	-	-
TOTAL	1192108	13.89	1192108	13.89

E. INDEBTEDNESS

Rs in Lacs

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1966.95	33.40		2000.35
ii) Interest due but not paid	-	-		
iii) Interest accrued but not due	-	-		
Total (i+ii+iii)	1966.95	33.40		2000.35
Change in Indebtedness during the financial year				
Additions	36.12	12.00		48.12
Reduction	245.89	-		245.89
Net Change	-209.77	12.00		-197.77
Indebtedness at the end of the financial year				
i) Principal Amount	1757.18	45.40		1802.58
ii) Interest due but not paid			-	-
iii) Interest accrued but not due			-	-
Total (i+ii+iii)	1757.18	45.40		1802.58

F. PENALTIES/PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if (give details)
A. COMPANY					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

ANNEXURE V

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Rs in Lacs

Sl.No	Particulars of Remuneration	MD	WTD	Manager	Total Amount
	Name	Vinod Jhawar			
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income Tax. 1961.	12.00			12.00
	b) Value of perquisites u/s 17(2) of the Income tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961				
2	Stock option				
3	Sweat Equity				
4	Commission as % of profit others (specify)				
5	others, (specify)				
	Total A	12.00			12.00
	Celling As Per The Act				

B. Remuneration to other directors:

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
1	Independent Directors (a) Fee for attending board committee meetings (b) Commission (c) Others, please specify Total (1)	N. C. Sharma 0.23 0.23	Mihir Mehta 0.15 0.15	Jayashree Iyer 0.15 0.15	0.53 0.53
2	Other Non Executive Directors (a) Fee for attending board committee meetings (b) Commission (c) Others, please specify. Total (2)	R. S. Jhawar 0.30 0.30	M. S. Jhawar 0.30 0.30		0.60 0.60
	Total (B)=(1+2)	0.53	0.45	0.15	1.13
	Total Managerial Remuneration				13.13
	Overall Cieling as per the Act.				

ANNEXURE-VI**PRACTICING COMPANY SECRETARIES CERTIFICATE ON CORPORATE GOVERNANCE**

**To,
The Members of
DHANLAXMI FABRICS LIMITED
MUMBAI.**

We have examined the compliance of conditions of Corporate Governance by Dhanlaxmi Fabrics Limited ("the Company") for the year ended March 31, 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examinations were limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As per the records of the Company, there were no investor grievances remaining unattended for a period exceeding one month against the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Mumbai
Date : 27th May, 2015

Ramesh Chandra Mishra
Company Secretary
CP No. : 3987
FCS No : 5477

**Annexure-VII
To Directors Report**

Conservation of Energy, Technology absorption and Foreign Exchange Earnings and Outgo:

During the year under review, the company had strict control on wasteful electrical consumption.

Conservation of Energy :

- | | |
|--|-------------------------|
| 1. Energy conservation measures taken. | Adequate Measures Taken |
| 2. Additional investment and proposals, if any, being implemented
For reduction of consumption : | NIL |
| 3. Impact of measures at(1) and (2) above for reduction of energy
Consumption and consequent impact on the cost of production of Goods. | |
| 4. Total energy consumption any energy consumption per unit of
Production are as under: | Marginal |

(Rs. in lacs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
A. Powers and Fuel Consumption (Process Division Yarn + Fabrics)		
1. Electricity a) Purchased		
Unit (Lacs)	41.78	48.98
Total Amount (Rs. In lacs)	321.46	287.84
Avg. Rate/Unit (Rs.)	7.69	5.88
b) Own generation (Through D.G.Set)		
Unit (Lacs)	0.14	0.23
Diesel Oil Consumed Ltrs (Lacs)	0.08	0.12
Total Amount (Rs. In Lacs)	5.03	6.58
Avg. Rate per Ltr (Rs.)	61.67	54.83
2. Coal		
Quantity (M. Tonnes)	10657	13236
Total Amount (Rs. In Lacs)	690.52	810.86
Avg Rate/M. tone (Rs.)	6480	6126
B. Consumption Per Kg Of Production		
Production (lac Kgs.)	23.79	30.94
Electricity (Rs.)	13.51	9.30
Diesel Oil (Rs.)	0.21	0.21
Coal (Rs.)	29.03	26.21
Total (Rs.)	42.75	35.72
C. Weaving Division Power Consumption		
1. Electricity Purchased		
Units (Lacs)	27.22	11.96
Total Amount (Rs. in Lacs)	123.96	73.75
Avg. Rate/unit (Rs.)	4.63	6.17
2. Production (Lac Mtrs.)		
	37.52	11.04
3. Cost of Power per Mtrs (Rs.)		
	3.30	6.68

Technology Absorption :

The company does not need any technology up-gradation for its existing business.

Foreign Exchange Earnings and Otgo:

	2014-2015	2013-2014
Foreign Exchange Outgo	13.41	1412.80
Foreign Exchange Earnings	NIL	NIL

For and on behalf of the Board

Ramautar S. Jhawar
Chairman

Place : Mumbai

Date : 27th May, 2015

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Industry Structure and Developments:

The Government of India is keenly interested in promoting the Brand "Made in India" in global market. As the textile industry is the second largest sector of economy in providing employment opportunities, the Government is committed to the growth and betterment of this sector.

The Government is also supporting this expansion mood by way of Textile Park Scheme, wherein the Government is providing capital subsidy for such park upto 40% on the total infrastructure facilities in Textile parks.

With the phasing out of Multi Fiber Agreement (MFA) from 1st January, 2005, which had imposed quota regime on Indian Textile Exports, it has opened the way for the most competitive developing countries to develop stronger clusters of textile. The infusion of fresh capital in this sector has been evidence by numerous companies setting up projects for spinning, weaving, processing, embroidery and garments and by way of various public issues of companies engaged in this line of business. The Companies are also expanding their line of operation by way of forward and backward integration of production facilities. The healthy capital market conditions, with series of 'bull run' on bourses, have boosted the dreams of Indian Textile industry to attain new heights in textile manufacturing and export.

In the liberalized post quota period, India has emerged as a major sourcing destination for buyers from all over the globe. As a measure of growing interest in the Indian textiles and clothing sector, a number of reputed houses opened their sourcing / liaison office in India. These include Marks and Spencer, Haggar Clothing, Kellwood, Little Label, Boules Trading Company, Castle, Alster International, Quest Apparel Inc., etc. Commercially the buoyant retailers across the world are looking for options of increasing their sourcing from the Indian markets. Indian manufacturers are also pro-actively working towards enhancing their capacities to fulfil this increased demand.

Opportunities and Threats:

The imminent opening up of the export markets without the fetters of the quota system, the strong demand for fabrics from the garment sector and the slew of policy initiatives by the government to revitalize the industry are key factors that have led to a more favorable business environment and enhanced investor interest.

The removal of mandatory duty on pure cotton will lead to increased transparency especially in the cotton yarn market. Tax compliant mills will now have a fair deal in the market as against Tax evading/exempted mills.

The opening of the doors of World markets by desalting of quotas by January 2005 is a tremendous opportunity for cost-effective and quality producers although China is expected to offer stiff competition in order to reap the opportunities.

Segment-wise or product-wise performance:

The Company's main business Segment is Textile Processing but in the year 2004-05 the Company has enter into a new segment of Power generation by installing Wind turbine of 1.25 MG in Dhule Maharashtra. Again in the year 2005-06 Company has installed 8 WTG of 0.25 MG each (total 2.00 MG) in NetturTamilnadu. Presently power generated through Wind is being sold to Maharashtra State Electricity Distribution Corporation and Tamilnadu Electricity Board. The Turnover and Profit figures of both the segments are shown separately in Notes to Accounts.

The geographical segment is India.

Outlook:

The Company is proactively responding to the changing business environment and is confident of sustaining its market share by improving competitive position in the market. The overall business outlook for the Company is promising with improvement in overall economic environment. Efforts towards higher operational efficiencies shall continue.

The Company continues to examine the possibilities of expansion and will make the necessary investments when attractive opportunities arise.

Risks and Concerns :

The Company continues to remain focused on its core competence product i.e. textile products. Competition in the market place continues to have an impact on the Company's operational performance and also exerts pressure on the margins.

Internal Control Systems and their adequacy :

The Company's operating and business control procedures have been framed in order that they ensure efficient use of resources and comply with the procedures and regulatory requirements. The Company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly.

Discussions on financial performance with respect to operational performance:

Inspite of the adverse effect of increase in input cost, your company has achieved growth of 24.28%% in turnover and 26.02% in operational profits in comparison to previous year.

	(Rs.in Lacs)	
	2014-15	2013-14
Turnover		
Processing Charges Fab /Yarn	3600.55	4292.76
Fabrics / Yarn /Garment Sale	4113.27	1855.36
Power Sale	123.45	157.92
Total	7837.27	6306.04
Profitability		
Net Profit after Taxation	188.49	180.58
Add. (Less): Loss /(Profit) on Sale of Fixed Asset	(7.50)	(3.72)
Less: Profit on commodities / Share Trading	0.00	28.56
Less: Income from house property	66.10	57.13
Net Profit by operation	114.89	91.17

Human Resource Development:

The Company believes that the human resources are vital resource in giving the Company a competitive edge in the current business environment. The Company's philosophy is to provide congenial work environment, performance oriented work culture, knowledge acquisition / dissemination, creativity and responsibility. As in the past, the Company enjoyed cordial relations with the employees at all levels.

CORPORATE GOVERNANCE REPORT

Company's Philosophy on Code of Corporate Governance:

Good Corporate Governance is a continuous process that needs to be comprehensive for maximum effectiveness. Your Company firmly believes in Corporate Governance as an ideological cornerstone and a strategic driver for long term success. The Company fundamentally believes that good Corporate Governance should be an internally driven need and is not to be looked upon as an issue of compliance dictated by statutory requirements.

A. Board Composition:

Size and Composition of the Board:

The Board presently consists of a majority of Non-Executive Directors, having rich and varied experience. The Board comprises of One (1) Executive Director and Five (5) Non-Executive Directors of which Three (3) are Independent. The Chairman of the Board is a Non-Executive Director.

The constitution of the Board as on 31st March 2015 is given below:

Director	Non-Executive/ Independent*	Number of other		
		Director ships**	Committee Memberships*	Committee Chairman- ships***
Shri Ramautar S. Jhawar	Chairman, Non-Executive	1	-	-
Shri Vinod S. Jhawar	Managing Director, Executive	-	-	-
Shri Mahesh S. Jhawar	Non Executive	1	-	-
Shri N.C. Sharma	Non Executive, Independent	-	-	-
Shri Durgesh Kabra	Non-Executive, Independent	-	-	-
Smt. Jayashree Iyer	Non-Executive, Independent	-	-	-

* Other Directorships exclude directorships held in Private Limited Companies
Committee Memberships do not include Membership/ Chairmanship in Committee of Directors of Dhanlaxmi Fabrics Limited

B. Board Meetings:

The Board meetings are generally held at the corporate office of the Company. The Agenda for each meeting along with explanatory notes is drafted and distributed well in advance to the Directors. Every Board Member is free to suggest the inclusion of items on the agenda. The Board meets at least once a quarter to review the quarterly results and other items on the agenda, and also on the occasion of the Annual Shareholders' Meetings. When necessary, additional meetings are held.

Four Board Meetings were held during the year ended 31st March, 2015 i.e. on 30th May, 2014, 8th August, 2014, 14th November, 2014, 13th February, 2015.

The table hereunder gives the attendance record of the Directors during the financial year 2014-15

Name of the Directors	Number of Board Meetings held	Number of Board Meetings attended	Whether attended last AGM
Shri Ramautar S. Jhawar	4	4	Yes
Shri Vinod S. Jhawar	4	4	Yes
Shri Mahesh S. Jhawar	4	4	Yes
Shri N.C. Sharma	4	3	Yes
Shri Durgesh Kabra	4	-	No
Shri Mihir Mehta	2	2	No
Smt. Jayashree Iyer	2	2	No

1. The Board evaluated Each of Independent Directors participation in the Board and their vast Experience, Expertise and contribution to the Board and Company. Each and every related party transaction very well scrutinized and checks were made so that the Company is a beneficiary.
2. During the Period the company received notices/Declarations from the Independent Directors as per Schedule IV and section 149 (6) of the Companies Act, 2013.
3. The Chairman also set up a Whistleblower mechanism in line with the policy of the company and as per SEBI notification CIR/CFD/POLICY CELL/2/2014 read with section 177 of Companies Act, 2013.
4. Shri Mihir Mehta resigned on 20th September,2014.
5. Smt. Jayashree Iyer was appointed as director of the company on 20th September,2014.

B. Board Committees:

Currently, the Board has committees –Audit Committee, Shareholder Relationship Committee Nomination & Remuneration Committee, Share Transfer Committee and Health & Safety Committee.

The Board is responsible for the constitution, co-opting and fixing the terms of service for committee members of all the committees.

1. Audit Committee:

As required under Section 177 of the Companies Act, 2013, read with the provisions of Clause 49 of the Listing Agreement, the Board has constituted an Audit Committee.

The Present Audit Committee comprises of the following members:

Name of the Directors	Status of the Committee	Nature of Directorship
Shri. N.C. Sharma	Chairman	Non Executive & Independent Director
Shri. Durgesh Kabra	Member	Non Executive & Independent Director
Shri. Ramautar S. Jhawar	Member	Non Executive Director

The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal control and financial reporting process and inter-alia performs the following functions:

- i. overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial Statements are correct, sufficient and credible;
- ii. recommending the appointment and removal of the external Auditors, fixation of Audit fee and approval for payment of any other services;
- iii. reviewing with management the Annual financial Statements before submission to the Board;
- iv. reviewing with the management and external Auditors, the adequacy of internal control systems;
- v. reviewing the adequacy of Cost Audit function;
- vi. discussing with Cost Auditors any significant findings and follow up on such issues;
- vii. discussing with the external Auditors before the Audit commences on the nature and scope of Audit, as well as having post Audit discussion to ascertain the area of concern, if any;
- viii. reviewing the Company's financial and risk management policies; and
- ix. examining reasons for substantial default in the payment to Shareholders (in case of non-payment of declared dividends) and creditors, if any

Attendance of Members at the Audit Committee Meetings:

The meetings of the Audit Committee are also attended by the Statutory Auditors as special invitees.

During the financial year ended 31st March, 2015, Four (4) Audit Committee Meetings were held on i.e. on 30th May, 2014, 7th August, 2014, 14th November, 2014 and 13th February, 2015.

The table hereunder gives the attendance record of the Audit Committee Members during the Financial Year 2014-15

Name of the Audit Committee Members	No. of Meetings held	No. of Meetings attended
Shri N.C. Sharma	4	4
Shri Ramautar Jhawar	4	4
Shri Durgesh Kabra	4	3

The Committee has recommended to the Board the appointment of M/s. S. G. Kabra & Co., Chartered Accountants, as the Statutory and Independent Auditors of the company for the Financial Year ending 31st March, 2016 and that necessary resolution for appointing them as Auditors be placed before the Shareholders.

2. Nomination & Remuneration Committee:**Brief description and terms of reference**

To oversee the Company's Financial Report process, internal control systems, reviewing the accounting policies and practices, and financial statements audited by the statutory auditors. The audit committee is constituted pursuant to Clause 49 of the Listing Agreement.

As on 31st March 2015, the Remuneration Committee consists of Three (3) members :

Name of the Directors	Status of the Committee	Nature of Directorship
Shri N.C. Sharma	Chairman	Non Executive & Independent Director
Shri. Durgesh Kabra	Member	Non Executive & Independent Director
Shri. Ramautar S. Jhawar	Member	Non Executive Director

Powers of the Audit Committee

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions; and
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;

6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

a) Remuneration Policy:

Non-Executive Directors are paid sitting fees for each meeting of the Board attended by them. Remuneration including perquisites and commission paid to the Managing Director of the Company are recommended by the Remuneration Committee approved by the Board and is within the limits set by the Shareholders at the General Meetings.

Presently, the Company does not have any stock option plan or performance linked incentives for its Directors.

b) Details of Remuneration to Executive Directors for the financial year ended 31st March, 2014:

Director	Salary & Perquisites	Performance Incentive / Bonus	Commission	Total
Shri Vinod S. Jhavar Managing Director	12.00 Lacs	NIL	NIL	12.00 Lacs

Name of Non-Executive Director	Equity Shares held (Number)	Sitting Fees (Rs. in Lacs)
Shri Ramautar S. Jhavar	778408	0.30
Shri Mahesh S. Jhavar	27400	0.30
Shri N.C. Sharma	NIL	0.23
Shri. Durgesh Kabra	NIL	-
Shri Mihir Mehta	NIL	0.15
Shmt. Jayshree Iyer	NIL	0.15

During the year ended 31st March 2015, no meeting of the Remuneration Committee was held.

3. Stakeholder Relationship Committee:**Brief description and Terms of Reference**

To specifically look into redressal of complaints like transfer of shares, non- receipt of dividend, non-receipt of annual report etc. received from shareholders/ investors and improve efficiency. The Committee performs such other functions as may be necessary or appropriate for the performance of its duties.

As at 31st March, 2015, the Shareholder Realtionship Committee consists of :

Name of the Directors	Status of the Committee	Nature of Directorship
Shri. Mahesh S. Jhawar	Chairman	Non Executive Director
Shri. N.C. Sharma	Member	Non Executive & Independent Director
Shri. Ramautar S. Jhawar	Member	Non Executive Director

The Shareholders/Investors Grievance Committee inter-alia deals with various matters relating to redressal of shareholders and investors complaints like delay in transfer/ transmission of shares, non-receipt of balance sheet, non-receipt of dividends etc. and also recommends measures to improve the performance of investor services.

Meetings and Attendance:

Four Committee meetings were held during the year ended 31stMarch, 2015. The attendance record of members is given in the table hereunder:

Name of the Shareholders'/ Investors'	No. of meetings held grievance committee members	No. of meetings attended
Shri. Mahesh S. Jhawar	4	4
Shri N. C.Sharma	4	4
Shri. Ramautar S. Jhawar	4	4

The committee expresses satisfaction with the company's performance in dealing with investors' grievance and its share transfer system.

Details of Shareholders' complaints received, not solved and pending during the Financial Year ended 31st March, 2015:

The total number of complaints received and replied to the satisfaction of the Shareholders during the year ended 31st March, 2015 was none. There were no pending/unattended complaints as on 31st March, 2015.

4. Share Transfer Committee:

The board has delegated the powers to a committee to approve transfer/transmission of shares and attend to all other Matters related thereto;

The present Share Transfer Committee consists of :

Name of the Directors	Status of the Committee	Nature of Directorship
Smt. Jayashree Iyer	Chairman	Non Executive & Independent Director
Shri.N.C. Sharma	Member	Non Executive & Independent Director
Shri.Vinod S. Jhawar	Member	Executive Director

5. Health & Safety Committee:

The Committee fulfils its responsibilities by reviewing, monitoring the management of health, safety and social impacts of the company's various projects and operations. It also ensure safety of women at various workplace/factories.

The present Committee consists of :

Name of the Directors	Status of the Committee	Nature of Directorship
Smt. Jayashree Iyer	Chairman	Non Executive & Independent Director
Shri. N.C. Sharma	Member	Non Executive & Independent Director
Smt. Supriya Ankush Rane	Member	Staff Member

C. General Body Meetings:

Details of last Three Annual General Meetings are given here under:

Year	Date	Venue/ Details of Special Resolution passed	Time
2012	11/08/2012	Manpada Road, Bhopar Village, Dombivli (East), Thane- 421 204. Special Resolution was passed.	1.00 P.M
2013	21/09/2013	Manpada Road, Bhopar Village, Dombivli (East), Thane- 421 204. No Special Resolution was passed.	1.00 P.M.
2014	20/09/2014	ManpadaRoad,Bhopar Village, Dombivili (East), Thane-421 204 Special Resolution was passed.	1.00 P.M.

E. Disclosures:

* There are no transactions of material nature with Directors/Promoters or any related entity, which will have any potential conflict with the interests of the Company at large except the transactions mentioned under the Annexure to the Auditor's Report which form a part of the Auditors' Report for the year ended 31st March, 2015.

* There is no non-compliance by the Company or any penalties, structures imposed by the Stock Exchange, SEBI or any other Statutory Authority on any matter related to capital markets, during the last three years period.

* The Company has not established the non- mandatory requirement of Whistle Blower Policy. However, the Company's personnel have access to the Chairman of the Audit Committee in cases such as concerns about unethical behavior, frauds and other grievances. No personnel of the Company have been denied access to the Audit Committee.

* The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement and has framed the Remuneration Committee which is amongst the Non-Mandatory Requirements.

F. Means of Communication to the Shareholders:

The quarterly results of the Company are published in two newspapers in compliance with the provisions of Clause 41 of the Listing Agreement. Generally, the same are published in "Free Press Journal" (English language) and "Nav-Shakti" (Marathi language). As the results of the Company are published in the newspapers, half-yearly reports are not sent to each household of shareholders. The quarterly results as well as the proceedings of the Annual General Meeting are submitted to the Bombay Stock Exchange immediately after the conclusion of the respective meeting. No presentations were made to the institutional investors or to analysts during the year under review.

G. Certificate on Corporate governance:

As required by Clause 49 of the Listing Agreement, a certificate issued by Mr.Ramesh Chandra Mishra, Practicing Company Secretaries, regarding Compliance with Corporate Governance norms is given as an Annexure to Directors Report.

H. CEO Declaration:

The Managing Director of the Company has certified positively to the Board on the matters specified under the Listing Agreement.

I. General Shareholder Information :

- | | |
|---|---|
| 1. Date, time and venue of Annual General Meeting of Shareholders | 19 th September 2015, 1.00 p.m. at Manpada Road, Bhopar Village, Dombivli (East), Thane- 421 204. |
| 2. Financial Year | 2014-2015 |
| 3. Dates of book closures | 14 th September, 2015 to 18 th September 2015(both days Inclusive) |
| 4. Financial Calendar
(tentative and subject to change) | <p>Financial reporting for quarter ended</p> <p>June 30, 2015 : by August 14, 2015</p> <p>September 30,2015 : by November 14, 2015</p> <p>December 31,2015 : by February 14, 2016</p> <p>March 31, 2016 : by May 30, 2016</p> <p>Annual General Meeting
for year ended 31st March 2016 – September 30th, 2016.</p> |
| 5. Listing on stock exchanges | Bombay Stock Exchange Limited |
| 6. Stock Code | 521151 |
| 7. Listing fees | Paid for year 2014-2015 to The Bombay Stock Exchange, Mumbai |
| 8. Registered office | Manpada Road, Bhopar Village, Dombivli (East),
Thane- 421 204. Maharashtra |
| 9. Registrar and Share Transfer agents | <p>Bigshare Services Private Limited</p> <p>E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka, Andheri (E),
Mumbai 400 072</p> <p>Tel No.:091-022-8473474 / 28470653</p> <p>28473747 / 40430200</p> <p>Fax No: 091-022-28475207</p> <p>E-mail: info@bigshareonline.com</p> |

10. Share Transfer System:

Shares sent for physical transfer are generally registered and returned within a period of 30 days from the date of receipt, if the documents are clear in all respects. The Share Transfer committee of the Company meets as often as required. Most of the Share Transfers are handled by the Registrar and Transfer Agents and timely reports are sent by them to the Company in respect of transfers that have taken place for the approval of the Shareholders Grievance Committee in its Meeting.

Not a single Share transferred in physical form during the year 2014-15.

11. Dematerialization of shares and liquidity:

The Company has established required connectivity with Central Depository Services (India) Limited and National Securities Depository Limited and the same are available in electronic segment under ISIN No. INE953D01016.

12. Plant Location:

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

13. Address for correspondence:

Bigshare Services Private Limited E-2/3, Ansa Industrial Estate,
Sakivihar Road, Saki Naka, Andheri (E), Mumbai 400 072
Tel No.: 091-022-28473474/28470653/28473747 / 40430200 Fax No: 091-022-28475207
E-mail: info@bigshareonline.com

14. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:

There are no outstanding convertible instruments as on date.

For and on behalf of the Board

Sd/-

Ramautar S. Jhawar
Chairman

Place : Mumbai
Date : 27th May,2015.

CEO/CFO CERTIFICATION TO THE BOARD

I Certify that:-

- a. I have reviewed the financial statements and the cash flow statement for the year 2014- 15 and that to the best of our knowledge and belief:
 - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- b. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year 2014-2015 which are fraudulent, illegal or violative of the companies code of conduct;
- c. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of the internal control, if any, of which we are aware of and the steps we have taken or propose to take to rectify these deficiencies.
- d. We have indicated to the Auditors and the Audit Committee –
 - Significant changes in internal control over the financial reporting during the year 2014-15
 - Significant changes in accounting policies during the year 2014-15 and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over the financial reporting.

For Dhanlaxmi Fabrics Limited

Sd/-

Vinod S. Jhawar
Managing Director

Place : Mumbai
Date : 27th May, 2015

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

All Directors and Senior Management must act within the bounds of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the company and its shareholders/ stakeholders. Every member of the Board and Senior Management shall be duty bound to follow the provisions of this Code in letter as well as spirit.

With a view to maintain the high standards that the Company requires, the following rules/code of conduct should be observed in all activities of the Board. The Company appoints the Company Secretary as a compliance officer for the purposes of the code, who will be available to directors and senior management to answer questions and to help them comply with the code.

Accordingly, the members are expected to read and understand this code and uphold these standards in their business dealings and activities.

The provisions of this Code be read as under:

1. Honest & Ethical Conduct

All the members are expected to act in accordance with the highest standards of personal & professional integrity, honesty and ethical conduct while working on the Company's premises, at office, at offsite locations, at company sponsored business and social events, or at any other place where the members are representing the Company. An honest conduct shall mean a conduct free from fraud and deception.

2. Conflict Of Interest

The code demands that the members should avoid and disclose actual & apparent conflict of interest. A conflict of interest exists where the interest or benefits of one person or entity conflict with the interests of the Company. It may take the following forms:

- A) Employment/outside employment.** The members are expected to devote their full attention to the business interests of the Company and are prohibited from engaging in any activity that interferes with their performance or responsibility towards the Company.
- B) Outside directorships.** To serve as a Director of any Company that competes with the company shall be viewed as a conflict of interest. Any member intending to serve on the board of the business competitor shall obtain a prior approval of the Board.
- C) Related parties.** As a general rule the members should avoid conducting business with a relative. Further, contracts with organisations/ firms where a relative of the member is working as a principal officer or partner should be avoided.
- D) Payment or acceptance of gifts:** Under no circumstances shall the members accept any offer, payment, promise to pay, or authorisation to pay any money or gift from customers, vendors, consultants, etc., that is perceived as intended, directly or indirectly any business decision.

3. Confidentiality Of Information

Any information concerning the company's business, its customers, suppliers etc., which is not in public domain and to which the director has access or possesses such information must be considered confidential and held in confidence, unless authorised to do so and when disclosure is required as a matter of law. No Director shall provide any information either formally or informally, to the press or any other publicity media, unless specifically authorised.

4. Insider Trading

Any Director /employee of the Company shall not derive benefits or assist others to derive benefits by giving investment advice from the access to and possession of information about the Company, not in public domain and therefore constitutes insider information. All Directors will comply with insider trading guidelines as issued by SEBI.

5. Protection Of Assets

The Directors/Employee's must protect the Company's assets, labour and information and may not use these for personal use, unless approved by the Board.

6. Shareholders

The Company shall be committed to enhancing shareholders wealth & value. The Board of Directors of Company commits itself to abide by all regulations and laws that govern shareholders rights. Further, the Board members also commits in keeping its family of shareholders thoroughly informed about all relevant aspects of the Company's business, and discloses such information in accordance with relevant regulations and agreements.

7. Equal Opportunities Employer

The Company shall provide equal opportunities to all its employees and all qualified applicants for employment without discriminating with regard to their race, caste, sex, religion, etc.

Our Human resource policies always promote equality in the workplace promoting equal opportunities to all its employees. Among our goals are to make benefits and services available to our employees with

Regard to their wellbeing, to communicate effectively with them, to ensure equal employment treatment, to assist employees in relaxing there potential and maximizing their productivity, and to fairly evaluate and recognize performance.

Further our all human resource polices be administered in a manner consistent with applicable laws and other provisions of this Code, respect for the right to privacy and the right to be heard, and that in all matters equal opportunity will be provided to those eligible and decisions shall be based on mutual discussions.

For its part, the company expects employees to perform excellent work in a cost effective manner, and to strive for quality and productivity. Also we expect from our employee that they follow all directions and instructions, properly care for facilities and equipment, to anticipate problems and suggest improvements, to treat other employees and clients and customers with honesty and courtesy, and to be energetic in the performance of tasks and fulfillment of goals.

8. Safety, Health And Environment

The company attaches a great importance to a healthy environment and to the safety of its employees.

9. Ethical Conduct

Every employee of the company including the Board Members shall deal on behalf of the Company professionalism, honesty & integrity, while conforming to high moral and ethical standards. Such conduct shall be fair, reasonable & transparent and perceived to be so by third parties.

Every employee of the Company shall preserve the human rights of every individual and community, and shall strive to honour commitments.

Every employee shall be responsible for the implementation of and compliance with the Code in his/her environment. Failure to adhere of the code could attract severe consequences, including termination of employment

10. Transparency And Accountability

All Company employees ensure that their actions in the conduct of business and employment are totally transparent except where the need of business security demands otherwise. All employees shall voluntarily ensure that their areas of operation are always be open to audit and the conduct of their activities are totally auditable.

11. Political Non Alignment

Dhanlaxmi Fabrics Limited shall not support, directly or indirectly, any specific political party or candidate for political office. The company shall not offer or give any Company's fund or property as donations, directly or indirectly, to any specific political party, candidate or campaign.

12. Compliance With Applicable Laws, Rules And Regulations.

The Board Members and Designated Employees of the Company have a duty to comply with all the laws, rules and regulations that apply to the Company's business. They must acquire appropriate knowledge of the legal requirements relating to their duties, either from internal source or from an outside source. Violations of applicable laws, rules and regulations may subject them to individual criminal or civil liabilities, as well as disciplinary action/s by the Company.

13. Reporting Concerns

Every employee of Company shall promptly report to the management, they become aware of any actual or possible violation of the Code or an event of misconduct, act of misdemeanour or act not in the Company's interest. It is the ethical responsibility of the employees to abide by and enforce this Code. The Board of Directors shall take necessary disciplinary action against any Director and/or employees who would be found guilty of violating this Code.

14. Where To Seek Clarification

The Board Members and Designated Employees can get clarification regarding this Code of Conduct from the Compliance Officer of the Company.

15. Waivers & Amendments Of The Code

The Company is committed to continuously reviewing and updating its policies and procedures and hence, the Code is subject to modifications to meet the future requirements.

Once every year or upon revision of this code, every Director must acknowledge and execute an understanding of the code and an agreement to comply. New Directors will sign such a deed at the time when their directorship begins.

For Dhanlaxmi Fabrics Limited

Place : Mumbai
Date : 27th May, 2015

Sd/-
Vinod S. Jhawar
Managing Director

INDEPENDENT AUDITOR'S REPORT

To
The Members of
Dhanlaxmi Fabrics Ltd

Report on Financial Statements:-

We have audited the accompanying standalone financial statements of Dhanlaxmi Fabrics Ltd ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements:-

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect of the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under sub-section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors Responsibility:-

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. but not for the purpose of financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion:-

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2015 and its profit and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements:-

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) The Balance Sheet, Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified u/s. 133 of the Act, and read with the Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of written representations received from the directors as on 31st March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2015, from being appointed as a director in terms of Section 164 (2) of the Companies Act and
 - f) With respect to the matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note 28 "Contingent Liability" to the financial statements,
 - ii) The Company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses,
 - iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S.G. Kabra & Co.
Chartered Accountants
FR NO. 104507WM.

S.G.Kabra
Partner
No. 38867

Place : Mumbai.
Date : 27th May 2015

THE ANNEXURE TO INDEPENDENT AUDITORS' REPORT.

(Referred to in paragraph 1 under the heading of " Report on other Legal and Regulatory Requirements" of report of even date.)

(i) In respect of its Fixed assets:-

- (a) The company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) All the fixed assets were physically verified by the management during the year. We are informed that no material discrepancies were noticed on such verification.

(ii) In respect of its inventories:-

- (a) The inventories have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
 - (b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
 - (c) The Company is maintaining proper records of inventory. No material discrepancies were noticed on verification.
- (iii)** The Company has not granted any loans, secured or unsecured, to Companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Consequently, requirement of clauses (iii), a), and iii(b) of paragraph 3 of the order are not applicable.
- (iv)** In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business, with regard to purchase of inventory, fixed assets and for the sale of goods and services. We have not observed any major weaknesses in the internal control system during the course of the audit.
- (v)** According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2015 are not applicable to the Company.
- (vi)** The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act.
- (vii)** (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, cess and other statutory dues applicable to it. According to the information and explanations given to us, no undisputed accounts payable in respect of outstanding statutory dues were in arrears as at 31st March, 2015 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there are no material dues of Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanation given to us, the following dues of income Tax have not been deposited by the Company on account of disputes.

Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates (FY)	Forum where disputes is pending
Income Tax Act, 1961	Income Tax Assessment	190,54,500/-	2009-2010	Commissioner of Income Tax (Appeal)
	Income Tax Assessment	50,61,160/-	2010-2011	Commissioner of Income Tax (Appeal)
	Income Tax Assessment	4,95,180/-	2011-2012	Commissioner of Income Tax (Appeal)

(c) According to information & explanations given to us, the amount required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 to 1956) and rules made thereunder has been transferred to such fund within time.

- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) According to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, banks or debentures holders.
- (x) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from a banks or financial institutions.
- (xi) To the best of our knowledge and belief and according to the information and explanations given to us, in our opinion the term loans obtained during the year were, prima facie, applied by the Company for the purpose for which they were obtained, other than temporary deployment pending application.
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For S.G.Kabra & Co.
Chartered Accountants
FR No. 104507 W

S. G. Kabra
Partner
M. No. 38867

Place : Mumbai
Date : 27th May, 2015

BALANCE SHEET AS AT 31ST MARCH 2015

(Rs. in Lacs)

PARTICULARS	NOTE	AS AT 31-03-2015	AS AT 31-03-2014
A EQUITY AND LIABILITIES			
1 Shareholders' fund			
(a) Share capital	1	858.11	858.11
(b) Reserves and surplus	2	3,028.69	2,878.75
Total		3,886.80	3,736.86
2 Non-current liabilities			
(a) Long-term borrowings	3	1,802.58	2,000.35
(b) Deferred tax liabilities (net)	4	542.14	623.70
(c) Other long-term liabilities	5	34.68	34.68
(d) Long-term provisions	6	546.70	419.17
Total		2,926.10	3,077.90
3 Current liabilities			
(a) Short-term borrowings	7	400.88	738.84
(b) Trade payables	8	1,339.95	1,527.83
(c) Other current liabilities	9	56.03	61.59
(d) Short-term provisions	10	89.22	88.25
Total		1,886.08	2,416.51
TOTAL		8,698.98	9,231.27
B ASSETS			
1 Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		3,419.76	4,087.38
(ii) Capital work-in-progress		755.81	755.81
(b) Non-current investments	12	67.08	67.08
(c) Long-term loans and advances	13	822.08	722.10
Total		5,064.73	5,632.37
2 Current assets			
(a) Inventories	14	1,412.88	1,290.02
(b) Trade receivables	15	2,065.24	2,166.81
(c) Cash and cash equivalents	16	51.07	64.86
(d) Short term loans and advances	17	105.06	77.21
Total		3,634.25	3,598.90
TOTAL		8,698.98	9,231.27
Significant Accounting Policies			
Notes on Financial Statements	1 to 31		

As per our report of even date attached,

For and on behalf of the Board,

For S. G. Kabra & Co.
Chartered Accountants
FR NO. 104507 W

S. G. Kabra
Partner
M. No. 38867

Ramautar S. Jhavar
Chairman

Vinod S. Jhavar
Managing Director

Mahesh S. Jhavar
Director

Place : Mumbai
Date : 27th May, 2015

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2015

(Rs. in Lacs)

PARTICULARS	NOTE	FOR THE YEAR ENDED 31-03-2015	FOR THE YEAR ENDED 31-03-2014
A CONTINUING OPERATIONS			
1 Revenue from operations	18	7,837.27	6,306.04
2 Other income	19	128.42	104.04
3 Total revenue		7,965.69	6,410.08
4 Expenses			
(a) Cost of materials consumed	20	2,024.47	2,161.04
(b) Purchases of stock-in-trade	21	3,417.47	2,460.95
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22	(184.46)	(918.55)
(d) Employee benefits expenses	23	632.58	617.49
(e) Finance costs	24	310.33	184.88
(f) Depreciation	25	488.47	594.29
(g) Other expenses	26	1,023.86	917.46
Total expenses		7,712.72	6,017.56
5 Profit before tax		252.97	392.52
6 Tax expense:			
(a) Current tax expense for current year		127.53	78.54
(b) Less- Deferred tax Credit		(63.05)	0.00
(c) Add. Deffered Tax Liability		0.00	133.40
Net tax expense		64.48	211.94
7 Profit for the year		188.49	180.58
8 Earnings per Equity share of face value of Rs.10/- each			
(a) Basic and Diluted in Rs.	27	2.20	2.10
9 Significant Accounting Policies			
Notes on Financial Statements	1 to 31		

As per our report of even date attached

For and on behalf of the Board,

For S. G. Kabra & Co.
Chartered Accountants
FR NO. 104507W

S. G. Kabra
Partner
M. No. 38867

Ramautar S. Jhawar
Chairman

Vinod S. Jhawar
Managing Director

Mahesh S. Jhawar
Director

Place : Mumbai
Date : 27th May, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Rs. in Lacs)

Particulars	For the year ended 31/03/2015	For the year ended 31/03/2014
A. Cash flow from operating activities		
Net Profit / (Loss) before extraordinary items and tax	252.97	392.52
<i>Adjustments for:</i>		
Depreciation and amortisation	488.47	594.29
(Profit) / loss on sale / write off of assets	(7.50)	(3.72)
Finance costs	310.33	184.88
Interest income	(34.86)	(12.70)
Rental Income from Investment Property	(66.10)	(57.13)
Operating profit / (loss) before working capital changes	690.34	943.31
<i>Changes in working capital:</i>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
Inventories	(122.86)	(1,074.53)
Trade and other receivables	73.72	(124.70)
Other non-current assets	(99.98)	(84.02)
Trade and other Payables	(192.47)	707.65
Cash generated from operations	(341.59)	(575.60)
Net income tax (paid) / refunds	(127.53)	(78.53)
Net cash flow from / (used in) operating activities (A)	474.19	444.01
B. Cash flow from investing activities		
Purchase of fixed assets	(37.24)	(2,407.59)
Sale of fixed assets	7.50	34.20
Interest received	34.86	12.70
Rental income from investment properties	66.10	57.13
Long Term Liabilities	-	13.16
Long term Provisions	127.53	71.25
Net cash flow from / (used in) investing activities (B)	198.75	(2,219.15)
C. Cash flow from financing activities		
Issue of Equity Shares	-	0.00
Capital subsidy received	159.33	0.00
Repayment of long-term borrowings	(197.77)	1,582.70
Net increase / (decrease) in working capital borrowings	(337.96)	413.80
Finance cost	(310.33)	(184.88)
Net cash flow from / (used in) financing activities (C)	(686.73)	1811.62
Net increase / (decrease) in Cash and cash equivalents (A+B+C)	(13.79)	36.48
Cash and cash equivalents at the beginning of the year	64.86	28.38
Cash and cash equivalents at the end of the year	51.07	64.86
Net increase / (decrease) in Cash and cash equivalents	(13.79)	36.48

In terms of our report attached.

For and on behalf of the board

For S.G.KABRA & Co.

Chartered Accountants

FR NO. 104507 W

S.G.Kabra**Partner**

M. No. 38867

Place : Mumbai

Date : 27th May, 2015**Ramautar S.Jhawar**
Chairman**Vinod S. Jhawar**
Managing Director**Mahesh S. Jhawar**
Director

1. SIGNIFICANT ACCOUNTING POLICIES:

A) Basis of Preparation of Financial Statements

The Company follows accrual basis of accounting & recognizes Income & Expenditure on accrual basis except the TUF Subsidy interest receivable from Govt. for the year 2013-2014 which will be accounted on cash basis as and when received.. The accounts are prepared on historical cost convention and materially comply with the Mandatory Accounting Standards issued by the Institute of Chartered Accountants of India.

B) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the result are known/materialized.

C) On Fixed Assets

Fixed assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. The cost is inclusive of inward freight, duties and taxes and incidental expenses related to acquisition. In respect of major projects involving construction, related pre-operational, start-up and trial run expenses form part of the value of the assets capitalized. As per practice, expenses incurred on modernization / debottle necking/ relocation /relining of plant and equipment are capitalized.

D) Leased Assets

Lease hold land, acquired on lease from M/s. Western Chlorides & Chemicals Pvt. Ltd. subsidiary of the Company is not treated as assets of the Company and lease rentals are charged off as revenue expenses.

E) Depreciation

Depreciation is provided on Fixed Assets used during the year under Straight Line Method at the rates specified in schedule II of the Companies Act, 2013 on tripple shift basis.

F) Impairment of Assets

An assets is treated as impaired when the carrying cost of asset exceeds its recoverable value. An impairment loss is charges to the profit and Loss Account in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in estimate of recoverable amount.

G) Foreign Currency Transactions.

- a) Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or approximates the actual rate at the date of the transaction.
- b) Any income or expense on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss except in case of Long Term Liabilities where they relate to aquisition of Fixed Assets, in which case they are adjusted to the carrying cost of such assets.

H) Investments

Non current investments are carried at cost. These investments are in the Equity Shares of subsidiary companies.

I) Inventories

Items of inventories are measured at lower cost and net realizable value after providing for obsolescence, if any. Cost of inventories comprises of cost of purchase, cost of conversion and other costs including manufacturing overheads incurred in bringing them to their respective present location and condition. Cost of raw materials, process chemicals, stores and spares, packing materials, trading and other products are determined on FIFO system basis.

J) Revenue Recognition.

Revenue is recognized only when it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operation includes sale of goods, services, sales tax, service tax, excise duty and sales during trial run period, adjusted for discounts(net), Value Added Tax (VAT) and gain / loss on corresponding helge contracts. Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

K) Excise Duty / Service Tax and Sales Tax / Value Added Tax.

Excise Duty / Service Tax is accounted on basis of both, payment made in respect of goods cleared / services provided as also provision made for goods lying in bonded warehouses. Sales Tax / Value Added Tax paid is charged to Profit and Loss Account.

L) Employee Benefits.

Short term employee benefits are recognized as an expenses at the undiscounted amount in the Statement of Profit and Loss of the year in which the related service is rendered.

M) Employee Retirement Benefits :

The Company provides for gratuity to all employees. The benefit is in the form of lump sum payments to vested employees on retirement, on death while in employment or on termination of employment of an amount equivalent to 15 days basic salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The Company makes annual contributions to funds administered by trustees and managed by Life Insurance corporation of India for amounts notified by the said Insurance Company. The Company accounts for the liability for future gratuity benefits based on an independent external actuarial valuation carried out annually as at March 31.

N) Provision for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provision of the income-tax Act 1961. Deferred Tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax / asset is recognized and carried forward only to the extent that there is a virtual certainty that the asset will be realized in future.

O) Provisions, Contingent Liabilities and Contingent Assets.

Provision involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Asset are neither recognised in the financial statements.

P) Disclosure under section 22

Disclosure under section 22 of the Micro, Small and Medium enterprises Development Act, 2006 could not be furnished as none of the suppliers of the Company have provided the details of their registration under the said Act.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

The previous year figures have regrouped/reclassified, wherever necessary to conform to current year presentation.

1 SHARE CAPITAL	As at 31/03/2015	As at 31/03/2014
Authorised Share Capital		
1,50,00,000 Equity Shares of Rs. 10/- Each (Previous Year 1,50,00,000 Equity Shares)	1500.00	1500.00

Issued, Subscribed and Paid up	858.11	858.11
85,81,100 Equity Shares of Rs.10/- each (Previous Year 85,81,100 Equity Shares)		

60,21,100 Equity Shares issued in the year 1994 at Face value of Rs.10/- each through Public issue.

25,60,000 Equity Shares issued on Preferential Allotment basis at premium of Rs. 35/- Per Share in the year 2008

There is no differential voting right all the Equity Shares are of equal voting right.

The details of Shareholders holding more than 5% Shares

	As at 31/03/2015		As at 31/03/2014	
	No of Shares	%	No of Shares	%
Eskay Niryat Pvt Ltd.	12,80,000	14.92	12,80,000	14.92
Promtech Impex Pvt Ltd	12,80,000	14.92	12,80,000	14.92
Jhawar Commodities Pvt Ltd	14,57,446	16.98	14,57,446	16.98
Dhanlaxmi Export Fabrics Pvt Ltd	4,38,000	5.10	4,38,000	5.10
Ramautar Sohanlal Jhawar	7,78,408	9.07	7,78,408	9.07

2 RESERVES & SURPLUS	As at 31/03/2015	As at 31/03/2014
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General Reserve	108.46	108.46
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Equity Share Premium reserve	896.00	896.00
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Profit & Loss A/c

As per last Balance sheet	1,874.29	1693.71
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Less : WDV as on 31-03-2014 of fixed assets having NIL usefull life as per

schedule II of Companies Act, 2013.	38.55	-
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Add : Profit for the year	188.49	180.58
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Total	2,024.23	1,874.29
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TOTAL	3,028.69	2,878.75
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3 LONG TERM BORROWINGS	(Rs. in Lacs)	
	As at 31/03/2015	As at 31/03/2014
Secured Loans		
Term Loan from ING Vysya Bank	598.23	598.23
Term Loan from The Shamrao Vithal Co-Op. Bank	1,368.72	1,368.72
Unsecured Loans		
From Promtech Impex Pvt Ltd	45.40	33.40
Total	1,802.58	2,000.35

3.1 Bank term loans are secured by way of first charge over the entire fixed assets of the company both present and future created out of the term loan. Personal guarantee of three directors and corporate guarantee of M/s. Western Chlorides and Chemicals Pvt Ltd subsidiary of the company.

3.2 Unsecured loan received from M/s. Promtech Impex Pvt Ltd the associate company. Repayable on demand without any interest.

3.3 Repayment schedule of Bank Term Loan.

Term Loan No.	2015-16	2016-17	2017-18
ING 40415	78.16	0.00	0.00
ING 02925	16.40	2.95	0.00
ING 00443	68.75	68.75	68.75
SVC 00137	190.98	216.68	245.37
Total	354.29	288.38	314.12

4 DEFERRED TAX LIABILITIES (NET)	As at 31/03/2015	As at 31/03/2014
Deferred Tax Liabilities		
At Beginning of the year	623.70	490.30
Deferred Tax Liability / (Assets) for the year	(63.05)	133.40
Less : WDV as on 31-03-2014 of fixed assets having NIL useful life as per schedule II of Companies Act, 2013. adjusted in earlier year	(18.51)	
At closing of the year	542.14	623.70

5. OTHER LONG TERM LIABILITIES	As at 31/03/2015	As at 31/03/2014
Deposits received from Licensee	34.68	34.68

5.1 Security deposits received against Leave and Licence Agreement entered with the following Licensee for office No. 402 to 406 at Kailas Corporate Lounge Vikroli Mumbai and Commercial Galas in Raj Laxmi Park, Kalher Bhiwandi given on rent to them.

1. Yukti Mercantile Pvt Ltd	0.96	0.96
2. NDO India Pvt Ltd	9.83	9.83
3. ITT Corporation India Pvt Ltd	7.19	7.19
4. Synergy Property Development Services Pvt Ltd	16.70	16.70
Total	34.68	34.68

(Rs. in Lacs)

	As at 31/03/2015	As at 31/03/2014
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6 LONG TERM PROVISIONS

Provision for IT	546.70	419.17
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6.1 Provision for IT for the Financial year 2010-11 to 2014-15 has been made which will be written off after actual assesment of IT and difference will be appropriated by Debiting/ Crediting the P&L A/c in that year.

7 SHORT TERM BORROWINGS.**Secured Borrowing**

Cash credit from ING Vysya Bank	8.32	358.31
Cash credit from The Shamrao Vithal Co-Op. Bank Ltd.	392.56	380.53
Total	400.88	738.84

7.1 Secured borrowing from Banks are secured by way of Hypothecation of stocks and book Debts and Personal guarantee of three Directors and Corporate Guarantee of M/s. Western Chlorides & Chemicals Pvt Ltd subsidiary of the company.

8 TRADE PAYABLES

Creditors	1,339.95	1,527.83
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8.1 Disclosure under Section 22 of the Micro, Small and medium enterprises Development Act 2006 could not be furnished as none of the suppliers of the company have provided the details of their registration under the said Act.

9 OTHER CURRENT LIABILITIES

Charity Fund	12.57	9.94
Unclaimed Dividends	0.37	1.09
Statutory Liabilities	39.50	48.10
Advance received from customers	3.59	2.46
Total	56.03	61.59

9.1 Unclaimed Divident do not include any amount due and outstanding to be deposited into Investor Education and Protrction Fund.

10 SHORT TERM PROVISIONS

	As at 31 /03/2015	As at 31/03/2014
Provision for outstanding Expenses	89.22	88.25

11 FIXED ASSETS

(Rs. in Lacs)

Description of the Assets	Gross Block at Cost				Depreciation					Net Block	
	As at 1-04-2014	Addition during the year	Sold during the year	Total as at 31-03-2015	Upto 31-03-2014	Provided for the year	Debited in earlier retain earning	Adjusted during the year	Upto 31-03-2015	As at 31-03-2015	As at 31-03-2014
1. Land	173.31	0.00	0.00	173.31	0.00	0.00	0.00	0.00	0.00	173.31	173.31
2. Building	635.25	5.69	0.00	640.94	224.91	20.07	0.00	0.00	244.98	395.96	410.34
3. Plant & Machinery	5329.31	23.32	186.55	5166.08	2409.44	421.96	0.00	27.22	2804.18	2361.90	2919.87
4. Electrical Installation	144.65	3.98	0.00	148.63	75.91	5.07	21.11	0.00	102.09	46.54	68.74
5. Pipe Fitting	34.62	0.00	0.00	34.62	31.65	0.15	0.00	0.00	31.80	2.82	2.97
6. Furniture & Fixture	108.56	0.00	0.00	108.56	71.83	4.59	19.44	0.00	95.86	12.70	36.73
7. Laboratory Equipment	25.70	0.00	0.00	25.70	11.81	2.64	4.82	0.00	19.27	6.43	13.89
8. Office Equipment	8.58	0.47	0.00	9.05	4.93	0.44	1.64	0.00	7.01	2.04	3.65
9. Air Conditioner	15.51	1.57	0.00	17.08	6.06	2.07	0.86	0.00	8.99	8.09	9.45
10. Computer	40.45	2.22	0.00	42.67	35.80	1.87	0.48	0.00	38.15	4.52	4.65
11. Motor Vehicle	82.43	0.00	0.00	82.43	43.45	7.92	5.46	0.00	56.83	25.60	38.98
12. Misc. Fixed Assets	48.48	0.00	0.00	48.48	13.10	6.00	3.26	0.00	22.36	26.12	35.38
13. House Property	222.23	0.00	0.00	222.23	19.10	3.37	0.00	0.00	22.47	199.76	203.13
SUB-TOTAL	6869.08	37.25	186.55	6719.78	2947.99	476.15	57.07	27.22	3453.99	3265.79	3921.09
Wind Power Division											
1. Land	10.00	0.00	0.00	10.00	0.00	0.00	0.00	0.00	0.00	10.00	10.00
2. Plant And Machinery	1521.00	0.00	0.00	1521.00	1364.71	12.32	0.00	0.00	1377.03	143.97	156.29
Sub Total	1531.00	0.00	0.00	1531.00	1364.71	12.32	0.00	0.00	1377.03	153.97	166.29
Total	8400.08	37.25	186.55	8250.78	4312.70	488.47	57.07	27.22	4831.02	3419.76	4087.38
PREVIOUS YEAR	6068.98	2537.07	205.97	8400.08	3893.90	594.29	0.00	175.49	4312.70	4087.38	

Capital Work in Progress **Rs. 755.81** Lacs (Previous Year Rs. 755.81Lacs)**12 NON-CURRENT INVESTMENTS**

In equity shares of subsidiary companies

As at 31/03/2015**As at 31/03/2014**

1. Western Chlorides & Chemicals Pvt Ltd	65.08	65.08
2999 Equity Shares @ Rs.2170/- Per Share, face Value Rs.100/- Per shares		
2. Dhanesh Fabrics Pvt Ltd	1.00	1.00
9999 Equity Shares @ Rs.10/- each face Value Rs.10/- Per shares		
3. DFL Fabrics Pvt Ltd	1.00	1.00
9980 Equity Shares @ Rs.10/- each		
Total	67.08	67.08

13 LONG TERM LOANS & ADVANCES**As at 31/03/2015****As at 31/03/2014**

Balances with Excise dept.	38.68	39.60
Security Deposits	110.19	114.37
Interest Receivable under TUF Scheme	136.31	137.26
TDS Receivables	346.90	270.87
Advance tax Paid	190.00	160.00
Total	822.08	722.10

	As at 31/03/2015	(Rs. In Lacs) As at 31/03/2014
14 INVENTORIES		
Fabric	954.35	499.50
Yarn	208.81	456.01
Stock in Process	77.85	101.04
Dyes	74.46	105.70
Chemicals	42.21	66.90
Packing Material	5.16	5.51
Coal	4.08	4.14
Diesel	0.21	0.60
Stores & Spares	45.75	50.62
Total	1,412.88	1,290.02
15 TRADE RECEIVABLES (Unsecured and Considered Good)		
Over Six Months	768.02	717.37
Other	1,297.22	1,449.44
Total	2,065.24	2,166.81
15.1 Trade receivables as at 31/03/2015 are inclusive of amount of Rs.555.26 Lacs (in previous year Rs. 554.67 Lacs) invested in NSEL. Management consider this amount as receivable.		
CASH AND BANK BALANCES		
Cash on hand	2.55	14.66
Balance with banks	0.18	3.97
Fixed deposits with banks	48.34	46.23
Total	51.07	64.86
16.2 Fixed Deposit with Banks will be matured as under:-		
Fixed Deposit value	Date of Maturity	
Rs. 96000	18/07/2017	
Rs. 270000	24/12/2018	
Rs. 6500	31/12/2018	
Rs. 346000	25/05/2019	
Rs.10000	28/06/2013	
Rs.1280000	19/03/2016	
Rs.1350000	08/02/2017	
Rs. 920000	18/03/2017	
Rs.175000	23/06/2017	
Rs.160000	03/06/2016	
Rs.10000	03/06/2016	
Rs. 210000	03/06/2016	
17 SHORT TERM LOANS & ADVANCES	As at 31/03/2015	As at 31/03/2014
Loan to staff	2.10	1.27
Prepaid Expenses	6.02	6.11
Advance to Suppliers	81.30	61.85
Other Loans & Advances	15.64	7.98
Total	105.06	77.21

	For the year ended As on 31/03/2015	(Rs. In Lacs) For the year ended As on 31/03/2014
18 REVENUE FROM OPERATIONS		
Process Charges of Fabrics	3,141.70	3852.60
Process Charges of Yarn	458.85	440.16
Weaving Job Work Income	95.42	18.69
Fabric Sales	4,004.14	1823.31
Yarn Sales	13.71	13.36
Power sales	123.45	157.92
Total	7,837.27	6,306.04
19 OTHER INCOME		
Interest accrued on FD	4.79	12.47
Interest on IT refund	1.53	0.23
Other Interest	6.81	0.00
TUF Interest Subsidy	21.73	0.00
Duty Drawback	0.00	1.74
Profit & Loss on sale of Assets	7.50	3.72
Sundry balance W/off	19.96	0.00
Misc. Income	0.00	0.19
Profit on Commodities / Share Trading	0.00	28.56
Rent from house property	66.10	57.13
Total	128.42	104.04
20 COST OF RAW MATERIALS CONSUMED		
Dyes	394.97	278.58
Chemicals	566.82	731.99
Packing Material	193.95	194.62
Coal	690.52	810.86
Diesel	5.03	6.58
Store & Spares	173.18	138.41
Total	2,024.47	2,161.04
20.1 Store & spares Consumption		
Indigenous	159.77	129.09
Imported	13.41	9.32
Total	173.18	138.41
21 PURCHASES OF STOCK IN TRADE		
Fabric	2,237.00	1,223.17
Yarn	1,180.47	1,237.78
Total	3,417.47	2,460.95

	For the year ended 31/03/2015	(Rs. in Lacs) For the year ended 31/03/2014
22 CHANGES IN INVENTORIES OF FINISHSHED GOODS		
WORK IN PROGRESS AND STOCK IN TRADE		
Inventory (At close)		
Fabric	954.35	499.50
Yarn	208.81	456.01
Work in Progress	77.85	101.04
Total	1,241.01	1,056.55
Inventory (At commencement)		
Fabric	499.50	124.77
Yarn	456.01	0.00
Work in Progress	101.04	13.23
Total	1,056.55	138.00
Net Change	(184.46)	(918.55)
23 EMPLOYEE BENEFIT EXPENSES		
Labour Charges	426.24	416.06
Salary	195.68	191.06
Contribution to P.F & ESIC	4.73	4.36
Cotribution to Graduty Fund	3.63	2.90
Staff welfare Expenses	2.30	2.95
Total	632.58	617.49
24 FINANCE COST		
Interest on Working capital	52.51	13.16
Interest on Term Loan	232.74	171.72
Interest On Others	25.08	-
Total	310.33	184.88
24.1 The benefit of TUF subsidy on interest considered on receipt basis from the year 2013-2014.		
25 DEPRECIATION		
Depreciation on Fixed Assets	488.47	594.29
25.1 Depreciation provided on straight line method on triple shift basis as per schedule II of Companies Act 2013.		
26 OTHER EXPENSES		
26 (a) Manufacturing expenses		
Electricity Charges	445.42	361.59
Water Expenses	205.90	233.91
Repairs to building	13.72	30.40
Repairs to Machinery	51.56	55.80
Job charges paid	135.00	76.48
Freight & forwarding expenses	21.56	20.91
Laboratory expenses	0.94	0.47
Insurance	12.37	10.81
Lease rent for factory land	0.60	0.60
Analysis Charges	2.24	1.59
Total	890.44	793.47
26(b) Selling & distribution expenses		
Sales promotion	9.21	1.75
Commission & brockorage	23.38	21.43
Total	32.59	23.18

(Rs. in Lacs)

	For the year ended	
	31/03/2015	31/03/2014
26.(c) ADMINISTRATIVE EXPENSES		
Property tax	9.67	5.22
Printing & stationery	7.01	10.10
Rent, Rates & Taxes	4.63	8.47
Travelling expenses	2.84	3.87
Postage & courier charges	1.25	1.22
Legal & professional fees	9.39	8.00
Advertisement charges	1.63	1.58
Repairs to others	8.01	9.38
conveyance expenses	2.32	2.46
General expenses	6.64	6.12
Bank Loan processing fees & Stamp duty	1.40	3.23
Registration fee	0.00	0.13
Listing fees	1.13	0.28
Bank charges	1.12	1.66
Demate Charges	0.17	0.35
Vehicle expenses	7.56	8.02
Trunk & telephone	3.76	3.54
Auditor Remuneration	2.03	2.13
Medical expenses	0.20	0.22
Keyman expenses	7.94	7.94
Directors remuneration	12.00	12.00
Sitting Fees	1.13	1.28
Real Estate Expenses	9.00	2.66
Excise Duty Penalty	0.00	0.95
Total	100.83	100.81
Total 26(a)+26(b)+26(c.)	1,023.86	917.46
26.1 Payment to auditors		
(a) <u>Auditor</u>		
Statutory audit Fees	0.74	0.82
Tax Audit Fee	1.04	1.04
(b) <u>Cost Audit Fees</u>	0.25	0.27
Total	2.03	2.13
27 EARNING PER SHARE(EPS)		
(i) Net Profit after tax as per statement of Profit & Loss Attributable to equity Shareholders	188.49	180.58
(ii) Weighted average number of Equity shares used as denominator for calculating EPS	85.81	85.81
(iii) Basic and Diluted Earnings per share	2.20	2.10
(iv) Face Value per Equity share	Rs.10/-	Rs.10/-

(Rs. in Lacs)

28 CONTINGENT LIABILITIES

	As at 31 st March 2015	As at 31 st March 2014
Contingent Liabilities not provided for in respect of		
1. Bank Guarantees	48.34	46.23
2. Maharashtra State Electricity Distribution Co.Ltd For Wheeling & Rewheeling Charges.	74.66	74.66
3. Shri Dhairyasheel Mane Textile Park, Ichalkaranji Bills for Common Infrastructure & interest raised by park are under dispute as per M.O.U signed by the park. Legal case pending before Tribunal	528.96	528.96

	For the year ended	
	31/03/2015	31/03/2014
29 FOREIGN EXCHANGE EARNING AND OUTGO		
a) Earning	Nil	Nil
b) Outgo - Import of Spares and Machinery	13.41	1,412.80

30 RELATED PARTY DISCLOSURES**30(a) List of Associated Companies:-**

1. Dhanlaxmi Cotex Ltd
2. Sohanlal Export fabrics Pvt Ltd
3. Dhanlaxmi Export Fabrics Pvt Ltd
4. Promtech Impex Pvt Ltd
5. MR share Broking Pvt Ltd
6. VRM Share Broking Pvt Ltd

Subsidiary Companies:-

1. Western Chlorides & Chemicals Pvt Ltd
2. Dhanesh fabrics Pvt Ltd
3. DFL Fabrics Pvt Ltd

Management Personnel and Relatives

1. Vinod S. Jhawar - Managing Director

30(b) Transactions during the year with related parties

Rs. In Lacs

Nature of transaction	Subsidiaries	Associates	Key Managerial Personnel	Total
Revenue from operation	421.05	0.00	0.00	421.05
Purchases	0.00	0.00	0.00	0.00
Expenditure on service	0.60	0.00	0.00	0.60
Outstanding balance As at 31-03-2014				
Receivables	102.78	0.00	0.00	102.78
Payables	0.00	45.40	0.00	45.40
Managerial remuneration	0.00	0.00	12.00	12.00

31 SEGMENT INFORMATION

The Company is currently organized into two business operating systems, Textile Processing and Power Generation. The accounting principles used in preparation of the financial statements are consistently applied to record revenue and expenditure in individual segments. Revenue and direct expenses in relation to segments are categorized based on items that are individually identifiable or allocable on a reasonable basis to that segment. Certain corporate level revenue and expenses, besides financial cost and taxes are not allocated to operating segments and are included in "unallocable". Assets and liabilities represent employed in operation and liabilities owned to Third party that is individually identifiable or allocable on a reasonable basis to that segment. Asset and liabilities excluded from allocation to operating segments such as investments, corporate debt and taxes etc are included in "unallocable" segment assets employed in the company's various business segments located in India. Capital expenditure includes expenditure incurred during the year on acquisition of segment fixed assets.

31(a) Primary Segment :**(Rs. In Lacs)**

Particulars	Textile Division		Power Division		Total	
	2014-15	2013-14	2014-15	2013-14	2014-15	2013-14
Segment Revenue	7713.82	6148.12	123.45	157.92	7837.27	6306.04
Other Income	128.42	104.04	0.00	0.00	128.42	104.04
Total Income	7842.24	6252.16	123.45	157.92	7965.69	6410.08
Operating Profit	477.22	604.44	86.04	(27.04)	563.30	577.40
Financial Cost	310.33	184.88	0.00	0.00	310.33	184.88
Taxes	68.48	211.94	(4.00)	0.00	64.48	211.94
Net Profit	98.41	207.62	90.08	(27.04)	188.49	180.58
Segment Fixed Assets	4021.61	4676.90	153.96	166.29	4175.57	4843.19
Segment Long term Borrowing	1802.58	2000.35	0.00	0.00	1802.58	2000.35
Capital Employed	5908.23	6000.88	323.29	360.03	6231.52	6360.91
Depreciation	476.15	437.02	12.32	157.27	488.47	594.29

In terms of our report attached.

For S.G.KABRA & Co.

Chartered Accountants

FR No- 104507W

For and on behalf of the Board.

S.G.Kabra**Partner**

Membership No.38867

Ramautar S. Jhavar**Chairman****Vinod S. Jhavar****Managing Director****Mahesh S. Jhavar****Director**

Place : Mumbai

Date : 27th May, 2015

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED AUDITORS' REPORT

INDEPENDENT AUDITOR'S REPORT

To
The Member of
Dhanlaxmi Fabrics Ltd.

REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

We have audited the accompanying consolidated financial statements of Dhanlaxmi Fabrics Ltd. ("the Company"), and its subsidiaries (collectively referred to as the "Group") which comprise the Consolidated Balance Sheet as at March 31, 2015, the Consolidated Profit and Loss Statement, the Consolidated Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatements. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

OPINION

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of the reports of the other auditors, on the financial statements/consolidated financial statements of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2015, and its consolidated profit and its consolidated cash flows for the year ended on that date.

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED AUDITORS' REPORT

OTHER MATTERS

1. Consolidated financial statements and other financial information include the Company's proportionate share in jointly controlled assets of, liabilities of, expenditure of and the elements making up the Cash Flow Statement which is based on statements from the respective operators and have been certified by the Management.
2. We did not audit the financial statements of subsidiaries, whose financial statements reflect total assets of Rs.502.27 Lacs as at March 31, 2015, total revenues of Rs. 2083.76 Lacs and net cash flows of Rs.5.41 Lacs for the year then ended on that date. These financial statements have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors. Our report is not qualified in respect of other matters.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section(11) of section 143 of the Act, based on the comments in the auditors' reports of the Holding Company and Subsidiary Company incorporated in India, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by section 143 (3) of the Act, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified u/s. 133 of the Act, read with the Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2015 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - (i) The Consolidated Financial statements disclose the impact of pending litigations on the consolidated financial position of the Group. – Refer Note 28 to the financial statements;
 - (ii) The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company.

**For S. G. Kabra & Co.,
Chartered Accountants
FRN 104507W**

**(S. G. Kabra)
Partner
M No 038867**

Place : Mumbai

Dated : 27th May, 2015

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED AUDITORS' REPORT

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading "Report on other Legal and Regulatory Requirements of our report of even date to the members of Dhanlaxmi Fabrics Ltd. for the year ended 31st March, 2015)

Our reporting on the CARO 2015 includes Three subsidiary companies incorporated in India, to which CARO 2015 is applicable, which have been audited by other auditors and our report in respect of these entities is based solely on the reports of the other auditors, to the extent considered applicable for reporting under CARO 2015 in the case of the consolidated financial statements.

- i. In respect of the fixed assets of the Holding Company and subsidiary companies incorporated in India:
 - (a) The respective entities have maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified during the year by the Management of the respective entities in accordance with a phased periodical programme of verification which, in our opinion and the opinion of the other auditors, is responsible. According to the information and explanation given to us and the other auditors, no material discrepancies were noticed on such verification.
- ii. In respect of inventories of the Holding Company and subsidiary companies incorporated in India:
 - (a) As explained to us and the other auditors, the inventories were physically verified during the year by the management of the respective entities at reasonable intervals.
 - (b) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the procedures of physical verification of inventories followed by the Management of the respective entities were reasonable and adequate in relation to the size of the respective entities and the nature of their business.
 - (c) In our opinion and the opinion of the other auditors and according to the information and explanations given to us and the other auditors, the respective entities have maintained proper records of inventory and no discrepancies were noticed on physical verification.
- iii. The Holding Company and Subsidiary Companies incorporated in India have not granted loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under section 189 of the Companies Act, 2013.
- iv. In our opinion and the opinion of the other auditors and according to the information and explanation given to us and the other auditors, there is an adequate internal control system in the Holding Company and subsidiary companies incorporated in India, commensurate with the size of the respective entities and the nature of their business for the purchase of inventory and fixed assets and for the sale of goods and services and during the course of our and the other auditors audit no continuing failure to correct major weaknesses in such internal control system has been observed.
- v. In our opinion and the opinion of the other auditors and according to the information and explanation given to us and the other auditors, no subsidiary companies have accepted public deposits during the year.
- vi. According to the information and explanation given to us and the other auditors, in our opinion and the opinion of the other auditors, the Holding Company and subsidiary companies incorporated in India are not required to maintain the cost records under section 148(1) of the Act.
- vii. According to the records of the Company and the information and explanation given to us, in respect of statutory dues of the Holding Company and subsidiary companies incorporated in India:

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED AUDITORS' REPORT

- (a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees State insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to the respective entities with the appropriate authorities. There were no material undisputed amounts payable by the respective entities in respect of such dues in arrears as at March 31, 2015 for the period of more than six months from the date they became payable.
- (b) According to the information and explanations give to us, there are no material dues of Sales Tax, Wealth Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax,cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanation given to us, the following dues of income Tax have not been deposited by the Company on account of disputes.

Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates (FY)	Forum where disputes is pending
Income Tax Act, 1961	Income Tax Assessment	190,54,500/-	2009-2010	Commissioner of Income Tax (Appeal)
	Income Tax Assessment	50,61,160/-	2010-2011	Commissioner of Income Tax (Appeal)
	Income Tax Assessment	4,95,180/-	2011-2012	Commissioner of Income Tax (Appeal)

- (c) The respective entities have been regular in transferring amounts to the Investor Education And Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.
- The Holding Company and subsidiary companies incorporated in India do not have consolidated accumulated losses at the end of the financial year nor have they incurred cash losses, on a consolidated basis, during the financial year covered by our audit and in the immediately preceding financial year.
 - In our opinion and the opinion of the other auditors and according to the information and explanation given to us and the other auditors the Holding Company and subsidiary companies incorporated in India have not defaulted in the repayment of dues to financial institutions, banks and debenture holders.
 - In our opinion and the opinion of the other auditors and according to the information and explanation given to us and the other auditors, no guarantees given by the Holding Company and subsidiary companies incorporated in India for loans taken by others from banks and financial institutions.
 - In our opinion and the opinion of the other auditors and according to the information and explanation given to us and the other auditors, the term loans have been applied by the Holding Company and subsidiary companies incorporated in India during the year for the purposes for which they were obtained.
 - To the best of our knowledge and according to the information and explanation given to us and the other auditors, no fraud by the Holding Company and subsidiary companies incorporated in India and no material fraud on the Holding Company and subsidiary companies incorporated in India has been noticed or reported during the year.

For S. G. Kabra & Co.,
Chartered Accountants
FRN 104507W

(S. G. Kabra)
Partner
M No 038867

Place : Mumbai
Dated : 27th May, 2015

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2015

(Rs. in Lacs)

PARTICULARS	NOTE	AS AT 31-03-2015	AS AT 31-03-2014
A EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	858.11	858.11
(b) Reserves and surplus	2	3,129.82	2,948.06
Total		3,987.93	3,806.17
2 Non-current liabilities			
(a) Long-term borrowings	3	1802.58	2000.34
(b) Deferred tax liabilities (net)	4	542.57	624.16
(c) Other long-term liabilities	5	34.68	34.68
(d) Long-term provisions	6	580.14	437.78
Total		2,959.97	3,096.96
3 Current liabilities			
(a) Short-term borrowings	7	400.88	738.84
(b) Trade payables	8	1700.13	2015.10
(c) Other current liabilities	9	58.20	64.68
(d) Short-term provisions	10	89.22	88.25
Total		2,248.43	2,906.87
	TOTAL	9,196.33	9,810.00
B ASSETS			
1 Non-current assets			
(a) Fixed assets	11		
(i) Tangible assets		3,434.29	4,104.31
(iii) Capital work-in-progress		755.81	755.81
(b) Non-current investments	12	62.08	62.08
(c) Long-term loans and advances	13	853.05	740.25
Total		5,105.23	5,662.45
2 Current assets			
(a) Inventories	14	1461.41	1385.82
(b) Trade receivables	15	2,189.00	2,469.75
(c) Cash and cash equivalents	16	101.12	81.92
(d) Short-term loans and advances	17	339.57	210.06
Total		4,091.10	4,147.55
	TOTAL	9,196.33	9,810.00
Significant Accounting Policies			
Notes on Financial Statements	1 to 29		

As per our report of even date attached,

For S. G. Kabra & Co.

Chartered Accountants

FR NO. 104507 W

S. G. Kabra

Partner

M. No. 38867

Place : Mumbai

Date : 27th May, 2015

For and on behalf of the Board,

Ramautar S. Jhwar
Chairman

Vinod S. Jhwar
Managing Director

Mahesh S. Jhwar
Director

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH 2015 (Rs. in Lacs)

PARTICULARS	NOTE	FOR THE YEAR ENDED 31-03-2015	FOR THE YEAR ENDED 31-03-2014
A CONTINUING OPERATIONS			
1 Revenue from operations	18	9,896.79	8,282.20
2 Other income	19	152.66	129.31
3 Total revenue		10,049.45	8,411.51
4 Expenses			
(a) Cost of materials consumed	20	2024.47	2,161.04
(b) Purchases of stock-in-trade	21	5203.45	4,227.97
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	22	(137.19)	(911.27)
(d) Employee benefits expenses	23	661.49	645.90
(e) Finance costs	24	310.33	184.88
(f) Depreciation and amortisation expenses	25	490.87	594.99
(g) Other expenses	26	1,197.01	1081.06
Total expenses		9,750.43	7,984.57
5. Profit before tax		299.02	426.94
6 Tax expense:			
(a) Current tax expense for current year		141.79	88.88
(b) Deferred tax liability		(63.08)	133.87
(c) Tax relating to prior year		0.00	0.13
Net tax expense		78.71	222.68
7 Profit for the year		220.31	204.06
8 Earnings per Equity share of face value of Rs.10/- each			
(a) Basic and Diluted in Rs.		2.57	2.38
9 Significant Accounting Policies			
Notes on Financial Statements	1 to 29		

As per our report of even date attached

For and on behalf of the Board,

For S. G. Kabra & Co.

Chartered Accountants

FR NO. 104507W

S. G. Kabra

Partner

M. No. 38867

Place : Mumbai

Date : 27th May, 2015

Ramautar S. Jhawar
Chairman

Vinod S. Jhawar
Managing Director

Mahesh S. Jhawar
Director

CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Cash Flow Statement for the year ended 31 March, 2015		(Rs. in Lacs)	
Particulars	For the year ended 31/03/2015	For the year ended 31/03/2014	
A. Cash flow from operating activities			
Net Profit / (Loss) before extraordinary items and tax	299.02		426.94
<i>Adjustments for:</i>			
Depreciation and amortisation	490.87		594.99
(Profit) / loss on sale / write off of assets	(7.50)		(3.72)
Finance costs	310.33		184.88
Interest income	(55.59)		(37.08)
Rental Income from Investment Property	(66.70)	671.41	(57.73)
Operating profit / (loss) before working capital changes	970.43		1,108.28
<i>Changes in working capital:</i>			
<i>Adjustments for (increase) / decrease in operating assets:</i>			
Inventories	(75.59)		(1,067.25)
Trade and other receivables	151.24		(271.45)
Other non-current assets	(112.80)		(87.71)
Trade and other Payables	(320.48)		842.47
Cash generated from operations	(357.63)		(583.94)
Net income tax (paid) / refunds	(141.79)		(89.01)
Net cash flow from / (used in) operating activities (A)	471.01		435.33
B. Cash flow from investing activities			
Purchase of fixed assets	(37.24)		(2,420.00)
Sale of fixed assets	7.50		34.20
Interest received	55.59		37.08
Rental income from investment properties	66.70		57.73
Long Term Liabilities	0.00		13.16
Long term Provisions	142.36		78.11
Net cash flow from / (used in) investing activities (B)	234.91		(2199.72)
C. Cash flow from financing activities			
Capital Subsidy Recd.	159.33		0.00
Repayment of long-term borrowings	(197.76)		1,582.70
Net increase / (decrease) in working capital borrowings	(337.96)		413.81
Finance cost	(310.33)		(184.88)
Net cash flow from / (used in) financing activities (C)	(686.72)		1,811.63
	19.20		47.24
Net increase / (decrease) in Cash and cash equivalents (A+B+C)			34.68
Cash and cash equivalents at the beginning of the year	81.92		81.92
Cash and cash equivalents at the end of the year	101.12	19.20	47.24
Net increase / (decrease) in Cash and cash equivalents			
As per our report of even date attached			
For S. G. Kabra & Co.		For and on behalf of the Board,	
Chartered Accountants			
FR NO. 104507W			
S. G. Kabra	Ramautar S. Jhawar	Vinod S. Jhawar	Mahesh S. Jhawar
Partner	Chairman	Managing Director	Director
M. No. 38867			
Place : Mumbai			
Date : 27 th May, 2015			

CONSOLIDATED FINANCIAL STATEMENTS

SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Preparation

The financial statements have been prepared and presented under the historical cost convention on an accrual basis of accounting and in accordance with Generally Accepted Accounting Principles (GAAP) in India. GAAP comprises mandatory Accounting Standards as prescribed under section 133 of the Companies Act, 2013 ("Act") read with Rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by Securities and Exchange Board of India (SEBI).

B. Use of Estimates

The preparation of financial statements requires the Management to make estimates and assumptions that affect the reported balance of assets and liabilities, revenue and expenses and disclosures relating to contingent liabilities. The management believes that the estimates used in the preparation of the financial statements are prudent and reasonable. Future results could differ from these estimates. Any revision of accounting estimates is recognised prospectively in the current and future periods.

C. Operating Cycle

All assets and liabilities have been classified as current or non-current as per each Company's normal operating cycle and other criteria set in Schedule III of the Act.

D. Principles of Consolidation

The consolidated financial statements relate to Dhanlaxmi Fabrics Ltd. (the 'Company') and its subsidiaries, Western Chloride and Chemical Pvt Ltd, Dhanesh Fabrics Pvt Ltd and DFL Fabrics Pvt Ltd. The consolidated financial statements have been prepared on the following basis:

- a. The financial statements of the Company and its subsidiaries have been combined on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses.
- b. The financial statements of the subsidiaries used for the purpose of consolidation are drawn upto the same reporting date as of the Company.
- c. The consolidated financial statement have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented to the extent possible, in the same manner, as the Company's separate financial statements.

CONSOLIDATED FINANCIAL STATEMENTS

Notes on Consolidated Financial Statements for the Year ended 31st March, 2015

(Rs. in Lacs)

The previous year figures have regrouped/reclassified, wherever necessary to conform to current year presentation.

1. SHARE CAPITAL	As at 31/03/2015	As at 31/03/2014
Authorised Share Capital		
1,50,00,000 Equity Shares of Rs. 10/- Each (Previous Year 1,50,00,000 Equity Shares of Rs. 10/- Each)	1500.00	1500.00
Issued, Subscribed and Paid up		
85,81,100 Equity Shares of Rs.10/- each (Previous Year 85,81,100 Equity Shares of Rs. 10/- Each)	858.11	858.11

1.1 60,21,100 Equity Shares issued in the year 1994 at Face value of Rs.10/- each through Public issue.

1.2 25,60,000 Equity Shares issued on Preferential Allotment basis at premium of Rs. 35/- Per Share in the year 2008

1.3 There is no differential voting right all the Equity Shares are of equal voting right.

1.4 The details of Shareholders holding more than 5% Shares

	No of Shares	%
Eskay Niryat Pvt Ltd.	12,80,000	1 4.92
Promtech Impex Pvt Ltd	12,80,000	14.92
Jhawar Commodities Pvt Ltd	14,57,446	16.98
Dhanlaxmi Export Fabrics Pvt Ltd	4,38,000	5.10
Ramautar Sohanlal Jhawar	7,78,408	9.07

2. RESERVES & SURPLUS

	As at 31/03/2015	As at 31/03/2014
General Reserve	119.08	119.08
Investment allowance Reserve	0.45	0.45
Equity Share Premium reserve	896.00	896.00
Profit & Loss A/c		
As per last Balance sheet	1932.53	1728.47
Less : WDV as on 31-03-2014 of fixed assets having NIL usefull life as per schedule II of Companies Act, 2013.	(38.55)	0.00
Add Profit for the year	220.31	240.06
Total	2114.29	1932.53
Total	3129.82	2948.06

CONSOLIDATED FINANCIAL STATEMENTS

3 LONG TERM BORROWINGS

	As at 31/03/2015	(Rs. in Lacs) As at 31/03/2014
Secured Loans		
Term Loan from ING Vysya Bank	412.61	598.23
Term Loan from The Shamrao Vithal Co-op Bank	1344.57	1368.71
Unsecured Loans		
From Promtech Impex Pvt Ltd	45.40	33.40
Total	1802.58	2000.34

3.1 Bank term loans are secured by way of first charge over the entire fixed assets of the company both present and future created out of the term loan. Personal guarantee of three director and corporate guarantee of M/s. Western Chlorides and Chemicals Pvt. Ltd. subsidiary of the company.

3.2 Unsecured loan received from M/s. Promtech Impex Pvt. Ltd. the associate company. Repayable on demand without any interest.

3.3 Repayment schedule of bank term loan.

Term Loan No.	2015-16	2016-17	2017-18
ING Vysya Bank			
40415	78.16	0.00	0.00
2925	16.40	2.95	2.95
443	68.75	68.75	68.75
The Shamrao Vithal Co-Op. Bank			
137	190.98	216.68	245.37
Total	354.29	288.38	314.12

4 DEFERRED TAX LIABILITIES (NET)

	As at 31/03/2015	As at 31/03/2014
Deferred Tax Liabilities		
At Beginning of the year	624.16	490.30
Add/ Less During the year	(63.08)	113.86
Less deferred tax liability on WDV of Assets having NIL Value as on 31-03-2014 as per Schedule II by the Act	(18.51)	0.00
At closing of the year	542.57	624.16

5. OTHER LONG TERM LIABILITIES

	As at 31 /03/2015	As at 31/03/2014
Deposits received from Licensee	34.68	34.68
5.1 Security deposits received against Leave and Licence Agreement entered with the following Licensee for office No.402 and 406 at Kailas Corporate Lounge Vikroli Mumbai and Commercial Galas in Raj Laxmi Park, Kalher Bhiwandi given on rent to them.		
1. NDO India Pvt Ltd	9.83	9.83
2. ITT Corporation India Pvt Ltd	7.19	7.19
3. Yukti Mercantile Pvt. Ltd.	0.96	0.96
4. Synergy Property Development Services Pvt. Ltd.	16.70	16.70
Total	34.68	34.68

CONSOLIDATED FINANCIAL STATEMENTS

6 LONG TERM PROVISIONS

Provision for IT

As at 31/03/2015
580.14

(Rs. in Lacs)
As at 31/03/2014
437.78

6.1 Provision for IT for the year from 2009-10 to 2014-15 has been made which will be written off after actual assessment of IT and difference will be appropriated by Debiting/ Crediting the P&L A/c in that year.

7 SHORT TERM BORROWINGS.

Secured Borrowing

Cash credit from ING Vysya Bank

As at 31/03/2015

8.32

As at 31/03/2014

358.31

Cash credit from The Shamrao Vithal Co-op Bank

392.56

380.53

Total

400.88

738.84

7.1 Secured by way of Hypothecation of stocks and book Debts and Personal guarantee of three Directors and Corporate Guarantee of M/s. Western Chlorides & Chemicals Pvt Ltd subsidiary of the company.

8 TRADE PAYABLES

Creditors

As at 31/03/2015

1700.13

As at 31/03/2014

2015.10

8.1 Disclosure under Section 22 of the Micro, Small and medium enterprises Development Act 2006 could not be furnished as none of the suppliers of the company have provided the details their registration under the said Act.

9 OTHER CURRENT LIABILITIES

Charity Fund

As at 31/03/2015

12.57

As at 31/03/2014

9.94

Unclaimed Dividends

0.37

1.09

Statutory Liabilities

41.67

50.26

Advance received from customers

3.59

3.39

Total

58.20

64.68

9.1 Unclaimed Dividend do not include any amount due and outstanding to be credited to Investor Education and Protection Fund.

10 SHORT TERM PROVISIONS

Provision for outstanding Expenses

As at 31 /03/2015

89.22

As at 31/03/2014

88.25

CONSOLIDATED FINANCIAL STATEMENTS

11 FIXED ASSETS											(Rs. in Lacs)	
Description of the Assets	Gross Block at Cost				Depreciation					Net Block		
	As at 1-04-2014	Addition during the year	Sold during the year	Total as at 31-03-2015	Upto 31-03-2014	Provided for the year	Debited in earlier retain earning	Adjusted during the year	Upto 31-03-2015	As at 31-03-2015	As at 31-03-2014	
1. Land	173.31	0.00	0.00	173.31	0.00	0.00	0.00	0.00	0.00	173.31	173.31	
2. Building	638.46	5.69	0.00	644.15	228.13	20.07	0.00	0.00	248.20	395.95	410.34	
3. Plant & Machinery	5329.63	23.32	186.55	5166.40	2409.75	421.96	0.00	27.22	2804.49	2361.91	2989.89	
4. Electrical Installation	144.65	3.98	0.00	148.63	75.91	5.07	21.11	0.00	102.09	46.54	68.73	
5. Pipe Fitting	34.62	0.00	0.00	34.62	31.65	0.15	0.00	0.00	31.80	2.82	2.97	
6. Furniture & Fixture	108.84	0.00	0.00	108.84	72.11	4.59	19.44	0.00	96.14	12.70	36.73	
7. Laboratory Equipment	25.70	0.00	0.00	25.70	11.81	2.64	4.82	0.00	19.27	6.43	13.90	
8. Office Equipment	8.79	0.47	0.00	9.26	5.14	0.44	1.64	0.00	7.22	2.04	3.65	
9. Air Conditioner	15.51	1.57	0.00	17.08	6.06	2.07	0.86	0.00	8.99	8.09	9.44	
10. Computer	40.45	2.22	0.00	42.67	35.80	1.87	0.48	0.00	38.15	4.52	4.65	
11. Motor Vehicle	100.32	0.00	0.00	100.32	44.41	10.32	5.46	0.00	60.19	40.13	55.91	
12. Misc. Fixed Assets	48.70	0.00	0.00	48.70	13.32	6.00	3.26	0.00	22.58	26.12	35.38	
13. House Property	222.23	0.00	0.00	222.23	19.10	3.37	0.00	0.00	22.47	199.76	203.13	
SUB-TOTAL	6891.21	37.25	186.55	6741.91	2953.19	478.55	57.07	27.22	3461.59	3280.32	3938.02	
Wind Power Division												
1. Land	10.00	0.00	0.00	10.00	0.00	0.00	0.00	0.00	0.00	10.00	10.00	
2. Plant And Machinery	1521.00	0.00	0.00	1521.00	1364.71	12.32	0.00	0.00	1377.03	143.97	156.29	
Sub Total	1531.00	0.00	0.00	1531.00	1364.71	12.32	0.00	0.00	1377.03	153.97	166.29	
Total	8422.21	37.25	186.55	8272.91	4317.90	490.87	57.07	27.22	4838.62	3434.29	4104.31	
PREVIOUS YEAR	6078.70	2549.48	205.97	8422.21	3898.39	594.99	0.00	175.49	4317.90	4104.31		

Capital Work in Progress **Rs. 755.81 Lacs** (Previous Year Rs. 755.81 Lacs)

12 NON-CURRENT INVESTMENTS

In equity shares of subsidiary companies

As at 31/03/2015

As at 31/03/2014

1. Western Chlorides & Chemicals Pvt Ltd

2999 Equity Shares @ Rs.2170/- Per Share, face

62.08

62.08

Value Rs.100/- Per shares (i.e at premium of Rs.2070 per share

Total

62.08

62.08

13 LONG TERM LOANS & ADVANCES

As at 31/03/2015

As at 31/03/2014

Balances with Excise dept.

38.68

39.60

Security Deposits

110.54

114.72

Interest Receivable under TUF Scheme

136.31

137.26

TDS Receivables

356.16

276.87

Advance tax Paid

211.36

171.80

Total

853.05

740.25

CONSOLIDATED FINANCIAL STATEMENTS

	As at 31/03/2015	(Rs. In Lacs) As at 31/03/2014
14 INVENTORIES		
Fabric	1002.89	595.30
Yarn	208.81	456.01
Stock in Process	77.85	101.04
Dyes	74.46	105.70
Chemicals	42.21	66.90
Packing Material	5.16	5.51
Coal	4.08	4014
Diesel	0.20	0.60
Stores & Spares	45.75	50.62
Total	1461.41	1385.82
15 TRADE RECEIVABLES		
(Unsecured and Considered Good)		
Over Six Months	794.85	805.89
Other	1394.15	1663.86
Total	2189.00	2469.75
16 CASH AND BANK BALANCES		
Cash on hand	5.77	16.48
Balance with banks	47.01	19.20
Fixed deposits with banks	48.34	46.24
Total	101.12	81.92
16.1 Balance with bank includes unclaimed dividend.		
16.2 Fixed Deposit with Banks will be matured as under:-		
Fixed Deposit value	Date of Maturity	
Rs. 96000	18/07/2017	
Rs. 270000	24/12/2018	
Rs. 6500	31/12/2018	
Rs. 346000	25/05/2019	
Rs.10000	28/06/2013	
Rs.1280000	19/03/2016	
Rs.1350000	08/02/2017	
Rs. 920000	18/03/2017	
Rs.175000	23/06/2017	
Rs.160000	03/06/2016	
Rs.10000	03/06/2016	
Rs. 210000	03/06/2016	
17 SHORT TERM LOANS & ADVANCES		
Loan to staff	2.35	2.87
Prepaid Expenses	6.02	6.11
Advance to Suppliers	81.30	61.85
Others	249.90	139.23
Total	339.57	210.06

CONSOLIDATED FINANCIAL STATEMENTS

	(Rs. In Lacs)	
	For the year ended	
	31/03/2015	31/03/2014
18 REVENUE FROM OPERATIONS		
Process Charges of Fabrics	3171.95	3896.31
Process Charges of Yarn	458.85	440.16
Weaving Job Works	95.42	18.69
Fabric Sales	6033.41	3755.76
Yarn Sales	13.71	13.36
Power Sales	123.45	157.92
Total	9896.79	8282.20
19 OTHER INCOME		
Interest occurred on FD	4.79	12.47
Interest on IT refund	1.53	0.25
Other Interest	27.54	24.36
Duty Drawback	0.00	1.73
TUF Interest subsidiary Recd.	21.73	0.00
Profit on sale of Assets	7.50	3.72
Sundry balance W/off	19.56	0.12
Misc. Income	2.91	0.37
Profit on Commodities & Share Trading	0.00	28.66
Rent from house property	66.70	57.73
Total	152.66	129.31
20 COST OF RAW MATERIALS CONSUMED		
Dyes	394.97	278.58
Chemicals	566.82	731.99
Packing Material	193.95	194.63
Coal	690.52	810.86
Diesel	5.03	6.58
Store & Spares	173.18	138.40
Total	2024.47	2161.04
20.1 Store & spares Consumption		
Indigenous	159.77	129.08
Imported	13.41	9.32
Total	173.18	138.40
21 PURCHASES OF STOCK IN TRADE		
Fabric	4022.98	2990.19
Yarn	1180.47	1237.78
Total	5203.45	4227.97

CONSOLIDATED FINANCIAL STATEMENTS

	(Rs. in Lacs)	
	For the year ended	
	31/03/2015	31/03/2014
22 CHANGES IN INVENTORIES		
Inventory (At close)		
Fabric	1002.87	595.29
Yarn	208.81	456.01
Work in Progress	77.85	101.04
Total	1289.53	1152.34
Inventory (At commencement)		
Fabric	595.29	227.84
Yarn	456.01	0.00
Work in Progress	101.04	13.23
Total	1152.34	241.07
Net Change	(137.19)	(911.27)
23 EMPLOYEE BENEFIT EXPENSES		
Labour Charges	426.24	416.06
Salary	224.48	219.61
Contribution to P.F & ESIC	4.73	4.36
Contribution to Graduty Fund	3.63	2.90
Staff welfare Expenses	2.41	2.97
Total	661.49	645.90
24 FINANCE COST		
Interest on Working capital	52.51	13.16
Interest on Term Loan	232.74	171.72
Interest on Others	25.08	0.00
Total	310.33	184.88
24.1 The benefit of TUF Subsidy on interest considered on receipt basis from the year 2013-2014.		
25 DEPRECIATION		
Depreciation on Fixed Assets	490.87	594.99
25.1 Depreciation provided on straight line method on triple shift basis as per schedule II Companies Act 2013		
26 OTHER EXPENSES		
26 (a) Manufacturing expenses		
Electricity Charges	445.48	361.59
Water Expenses	205.90	233.91
Repairs to building	13.72	30.40
Repairs to Machinery	51.56	55.80
Job charges paid	291.86	227.49
Freight & forwarding expenses	25.88	23.37
Laboratory expenses	0.94	0.47
Insurance	13.52	12.50
Lease rent for factory land	0.60	0.60
Contribution to Hazzardous waste	1.13	0.91
Analysis Charges	2.24	1.59
Total	1052.83	948.63
26(b) Selling & distribution expenses		
Sales promotion	12.87	3.30
Commission & brockrage	24.93	24.31
Total	37.80	27.61

CONSOLIDATED FINANCIAL STATEMENTS

(Rs. in Lacs)

	For the year ended	
	31/03/2015	31/03/2014
26.(c) Administrative expenses		
Property tax	9.67	5.22
Printing & stationery	7.01	10.12
Rent, Rates & Taxes	4.63	8.47
Travelling expenses	3.05	4.13
Postege & courier charges	1.27	1.24
Legal & professional fees	9.39	8.34
Advertisement charges	1.63	1.58
Repairs to others	9.33	9.38
conveyance expenses	3.14	3.24
General expenses	7.01	6.24
Bank Loan processing fees & Stamp duty	1.40	3.23
Registration fee	0.00	0.13
Listing fees	1.13	0.28
Bank charges	1.15	1.67
Demate Charges	0.17	0.35
Vehicle expenses	9.62	9.78
Trunk & telephone	4.20	3.90
Auditor Remuneration	2.31	2.41
Medical expenses	0.20	0.28
Keyman expenses	9.94	7.94
Directors remuneration	12.00	12.00
Sitting Fees	1.13	1.28
Real Estate Expenses	9.00	2.66
Excise Duty Penalty	0.00	0.95
Total	106.38	104.82
Total 26(a)+26(b)+26(c.)	1197.01	1081.06

CONSOLIDATED FINANCIAL STATEMENTS

(Rs. in Lacs)

For the year ended

31/03/2015

31/03/2014

27 EARNING PER SHARE(EPS)

(i) Net Profit after tax as per statement of Profit & Loss Attributable to equity Shareholders	220.31	204.06
(ii) Weighted average number of Equity shares used as denominator for calculating EPS	85.81	85.81
(iii) Basic and Diluted Earnings per share	2.57	2.38
(iv) Face Value per Equity share	Rs.10/-	Rs.10/-

28 CONTINGENT LIABILITIES

Contingent Liabilities not provided for in respect of

1. Bank Guarantees	48.34	46.23
2. Maharashtra State Electricity Distribution Co.Ltd For Wheeling & Rewheeling Charges.	74.66	74.66
3. Shri Dhairyasheel Mane Textile Park, Ichalkaranji Bills for Common Infrastructure & interest raised by park are under dispute as per M.O.U signed by the park. Legal case pending before Tribunal	528.96	528.96

29 FOREIGN EXCHANGE EARNING AND OUTGO

a) Earning	Nil	Nil
b) Outgo - Import of Spares and Machinery	13.41	1,412.80

As per our report of even date attached

For S. G. Kabra & Co.
Chartered Accountants
FR NO. 104507W

For and on behalf of the Board,

S. G. Kabra

Partner
M. No. 38867

Ramautar S. Jhavar
Chairman

Vinod S. Jhavar
Managing Director

Mahesh S. Jhavar
Director

Place : Mumbai
Date : 27th May, 2015

PROXY FORM
DHANLAXMI FABRICS IIMITED
CIN: L17120MH1992PLC068861

Registered office: Manpada Road, Bhopar village, Dombivali (East) Thane-421 204,

23rd Annual General Meeting-19th September, 2015

Name of the Member:

Registered office:

E-mail Id:

DP ID : **Client Id/Folio No.**

I / We, being the member(s) of shares of the above named company, hereby appoint:

(1) Name Address.....

Email ID Signature..... or

failing him/her

(2) Name Address.....

Email ID Signature..... or

failing him/her

(3) Name Address.....

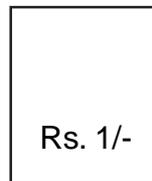
Email ID..... Signature.....

as my/our proxy to attend and vote for me/us and on my/our behalf at Annual General Meeting of the company to be held on 19th September 2015 at 1.00 p.m. at Manpada Road, Bhopar village, Dombivali (East) Thane-421204 or at any adjournment thereof in respect of such resolutions as are indicated below.

Sr. No.	Resolutions	For	Against	Abstain
1.	Adoption of Audited Annual Accounts of the company for the year ended 31 st March, 2015.			
2.	Re-appointment of Mr. Mahesh Jhavar who retire by rotation.			
3.	Ratification of Appointment of M/s S.G.Kabra as Auditor of the Company for the Financial year 2015-2016.			

AS WITNESS my hand /our hands this _____ day of _____ 2015

Signed by the said _____



Signature (s) of the Shareholder(s)

Name of the Proxy Holder _____ Signature _____

Note: The proxy form must be deposited at the Registered office of the company not less than 48 hours before the time of the holding the meeting. The proxy need not be a member of the company.

ATTENDANCE SLIP

DHANLAXMI FABRICS LIMITED

Registered office: Manpada Road, Bhopar Village, Dombivali (East), Thane-421204.

23rd Annual General Meeting -19th September, 2015

Name of the Member:

DPID :		Client Id/Folio No.	
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Number of Shares held	
------------------------------	--

I certify that I am a member / proxy / authorized representative for the member of the Company.

I hereby record my presence at the 23rd Annual General Meeting of the Company on 19th September 2015 at 1.00 p.m. at **Manpada Road, Bhopar Village, Dombivali (East), Thane-421204.**

.....
Name of the member / proxy

.....
Signature of the member / proxy

Note : Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

BOOK-POST

If undelivered please return to :

DHANLAXMI FABRICS LIMITED

Bhopar Village, Manpada Road,

Dombivli (East) - 421 204.

Dist. Thane, Maharashtra.