

General information about company	
Scrip code	521151
Name of the entity	Dhanlaxmi Fabrics Limited
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

Annexure I	
Annexure I to be submitted by listed entity on quarterly basis	
I. Composition of Board of Directors	
Disclosure of notes on composition of board of directors explanatory	
Is there any change in information of board of directors compare to previous quarter	No

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No

Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	11-11-2016		
2		10-02-2017	90

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	10-02-2017	Yes		11-11-2016	90	

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

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	No
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	No
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Text Block	
Textual Information(1)	<p>The Board had an optimum blend of composition with 3 Executive Director and 2 Non-Executive Independent Director of which one is Women Director. The said composition has shattered due to resignation of Shri N.C. Sharma in last quarter on 11.11.2017, who was an Independent Director and Member of Nomination and Remuneration Committee.</p> <p>The Board is under process to appoint equivalent Independent Director in next Board meeting to be held to reach optimum blend of composition of Board again.</p>

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		http://dfl.net.in/product.html
2	Terms and conditions of appointment of independent directors	Yes		http://www.dfl.net.in/docs/TERMS%20AND%20CONDITIONS%20OF%20APPOINTMENT%20INDEPENDANT%20DIRECTOR.pdf
3	Composition of various committees of board of directors	Yes		http://www.dfl.net.in/manage.html
4	Code of conduct of board of directors and senior management personnel	Yes		http://www.dfl.net.in/docs/CODE_OF_CONDUCT_FOR_DIRECTORS_F_fabrics.pdf
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		http://www.dfl.net.in/docs/WHISTLEBLOWER%20POLICY.pdf
6	Criteria of making payments to non-executive directors	Yes		http://www.dfl.net.in/docs/POLICY%20ON%20NOMINATION%20AND%20REMUNERATION%20OF%20DIRECTORS.pdf
7	Policy on dealing with related party transactions	Yes		http://www.dfl.net.in/docs/POLICY%20ON%20RELATED%20PARTY%20TRANSACTIONS.pdf
8	Policy for determining 'material' subsidiaries	Yes		http://www.dfl.net.in/docs/POLICY%20FOR%20DETERMINING%20MATERIAL%20SUBSIDIARY.pdf
9	Details of familiarization programmes imparted to independent directors	Yes		http://www.dfl.net.in/docs/Details%20under%20Regulation%2046%20of%20the%20familiarization%20programmes.pdf

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		http://www.dfl.net.in/contact.html
11	email address for grievance redressal and other relevant details	Yes		http://www.dfl.net.in/contact.html
12	Financial results	Yes		http://www.dfl.net.in/docs/quarter-III-16-17.pdf
13	Shareholding pattern	Yes		http://www.dfl.net.in/share_hold_patt.html
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	No	The Board had an optimum blend of composition with 3 Executive Director and 2 Non-Executive Independent Director of which one is Women Director. The said composition has shattered due to resignation of Shri N.C. Sharma in last quarter on 11.11.2017, who was an Independent Director and Member of Nomination and Remuneration Committee. The Board is under process to appoint equivalent Independent Director in next Board meeting to be held to reach optimum blend of composition of Board again.
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	No	Due to resignation of Shri N.C. Sharma in last quarter on 11.11.2017, who was an Independent Director and Member of Nomination and Remuneration Committee. The NRC now constituted with 2 Non-Executive and Independent Director and one Executive Director. The Board is under process to appoint equivalent Independent Director in next Board meeting to be held to reach optimum blend of composition of Board again.
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2), (3),(4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5), (6),(7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4), (5) & (6)	NA	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			

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

Signatory Details	
Name of signatory	Vinod S. Jhavar
Designation of person	Managing Director
Place	Thane
Date	14-04-2017

