

**NOTICE IS HEREBY GIVEN THAT THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. DHANLAXMI FABRICS LIMITED WILL BE HELD ON SATURDAY ON 29<sup>TH</sup> SEPTEMBER, 2018, AT 01.30 P.M. AT REGISTERED OFFICE: MANPADA ROAD, BHOPAR VILLAGE, DOMBIVLI (EAST), THANE – 421 204. MAHARASHTRA**

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements consisting of the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the Explanatory Notes annexed to, and forming part of, any of the above documents together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Ramautar Jhawar (DIN:00002907), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To Appoint Auditor and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution.

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 and all other applicable provisions of Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Amendment) Act 2017 (including any statutory modification(s) or re-enactment(s) thereof for time being in force) and resolution passed by the Members of the Company at the 25<sup>th</sup> Annual General Meeting (AGM) of the Company held on 23<sup>rd</sup> September, 2017, the appointment M/s. R. Soni & Co., Chartered Accountants, (Firm Registration No 130349W) as Statutory Auditors of the Company for a period of five years commencing from the conclusion of 26<sup>th</sup> AGM till the conclusion of 30<sup>th</sup> AGM of the Company to be held in the year 2022 be and hereby continues for the said term, without seeking any further ratification from the shareholders of the Company for their appointment as statutory auditors till the conclusion of their tenure.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to decide and finalize the terms and remuneration plus taxes at the applicable rates and reimbursement of out of pocket expenses and travelling expenses etc. as may be mutually agreed between Statutory Auditors and the Company based on recommendation of Audit Committee.”

**SPECIAL BUSINESS:**

4. Ratification of appointment of Mr. Dilip Murlidhar Bathija., Cost Accountants, as a Cost Auditors of the Company and 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 148 and all other applicable provisions of the Companies Act, 2013 and rules thereof (including any statutory modification(s) or re-enactment thereof for time being in force) the remuneration of Rs 25,000/- (Rupees Twenty Five thousand only) (excluding taxes, as applicable) plus reimbursement of out of pocket expenses at actual basis to be paid to Mr. Dilip Murlidhar Bathija., (Cost Accountants) Mumbai, Cost Auditors for the conduct of the cost audit of the Company for the Financial Year 2018-19 as recommended by the Board of the Directors, be and is hereby ratified.”

5. To increase Borrowing Powers of the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 upto Rs. 500 Crores and to consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution.

**“RESOLVED THAT** in suppression of earlier resolution passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors to borrow moneys in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business, shall not be in excess of 500 Crores (Rupees Five Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors may do all such acts, deeds and things as may be necessary or delegate the powers in respect thereof as permissible under applicable provisions of the Companies Act, 2013.”

6. Creation of Security under Section 180 (1) (a) of the Companies Act, 2013 in connection with the borrowings of the Company and to consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to other approvals, if applicable or required under any statute(s) / rule(s)/ regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force), consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favor of banks/financial institutions, other investing agencies and trustees for the holders of debentures/ bonds/other instruments to the debenture/ bonds issued or proposed to be issued, loan and / or other credit facilities availed or proposed to be availed together with interest thereon and such other costs, charges, expenses and other moneys payable by the Company as per the terms and conditions of the issue of bonds/debentures issued/ proposed to be issued or the loan agreement and/or other documents pertaining to credit facilities entered into or proposed to be entered into by the Company, within the overall borrowing limits fixed pursuant to Section 180(1)(c) of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized to finalize, settle and execute such documents /deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creation of mortgage / charge as aforesaid.”

7. To make Investments, give Loans, Guarantees and provide Securities beyond the prescribed limits and to consider and, if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution.

**“RESOLVED THAT** pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013, if any, and the rules framed there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company and other necessary approvals, if any, and to the extent required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any of its duly authorized committees or one or more Directors) at its discretion to (i) give any loans to any person or other body corporate, or (ii) give any guarantees or to provide security in connection with a loan to any other body corporate or person, or (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate exceeding sixty percent of Company’s paid up capital and its free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, provided that the total loans or investments made, guarantees given, and securities provided shall not exceed an aggregate amount of Rs. 500 Crores.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection.”

REGISTERED OFFICE:  
Manpada Road, Bhopar Village,  
Dombivli (East), Thane –421 204  
Maharashtra  
Date: 10/08/2018

By Order of the Board

Sd/-  
Ramautar S. Jhavar  
(Chairman & Director)

**IMPORTANT COMMUNICATION TO MEMBERS – GREEN INITIATIVE IN CORPORATE GOVERNANCE**

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause. The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the R&T Agent/the Depositories. The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while Members holding shares in demat form can intimate/update their email address to their respective Depository Participants. Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

**Notes:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
2. A member is entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself/herself and a proxy need not be a member of the company. A person can act as proxy on behalf of members' upto and not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company. Further, member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person may not act as a proxy for any other person or member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.
3. Corporate Members are requested to send in advance duly certified copy of Board Resolution / power of attorney authorizing their representative to attend the annual general meeting.
4. Members/ proxies are requested to bring their copies of annual reports and the attendance slip duly completed and signed at the meeting, quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
5. Pursuant to section 91 of the Companies Act, 2013 The Register of Members and the Transfer Book of the Company will remain closed from 22/09/2018 to 29/09/2018 (both days inclusive).
6. The Securities & Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Account. Members holding their shares in Physical Form can submit their PAN details to the share transfer agent (M/s. Bigshare Services Private Limited) of the Company.
7. Members are requested to notify immediately any change in their address details to the Company's Registrar and share transfer agents for shares held in demat/physical form at: **M/s. Bigshare Services Pvt. Ltd**, at 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri (East), Mumbai – 400 059
8. Pursuant to the provisions of Sections 101 and 136 of the Act read with 'The Companies (Accounts) Rules, 2014' electronic copy of the Annual Report for financial year 2017-18 along with Notice of 26<sup>th</sup> Annual General Meeting of the company (including the Attendance Slip & Proxy Form) is being sent to all the members whose email id is registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their e mail address, physical copies of the Annual Report for the financial year 2017-18 along with the notice of the 26<sup>th</sup> Annual general Meeting of the Company inter-alia indicating the process and manner of e-voting along with

Attendance Slip and Proxy Forms is being sent by other permissible modes.

9. Notice convening the 26<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members who hold shares in dematerialized mode and whose email addresses are registered with their respective Depository Participants. For those members who have not registered their email address, physical copies of the said Notice inter alia indicating the process and manner of e-voting along with attendance slip and proxy form is being sent in the permitted mode.
10. Members may also note that the Notice of the 26<sup>th</sup> Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.dfl.net.in](http://www.dfl.net.in), which can be downloaded from the site. The physical copies of the aforesaid documents will also be available at the Company's registered office in Mumbai for inspection during normal business hours on all the working days except Saturdays and Sundays.
11. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company.
12. Brief details of the Directors, who are seeking appointment / re-appointment, are annexed hereto as per the requirements of the Companies Act, 2013 and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
13. Members holding the equity shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.

#### **Procedure and Instruction for E-Voting :**

In compliance with provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Listing Regulation, 2015, the Company provides to its members, the facility to exercise their right to vote on resolutions proposed to be considered at the 26<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

#### **a. The instructions for e-voting are as under :**

The Company is pleased to offer e-voting facility to all its members to enable them to cast their vote electronically in terms of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and as per listing regulation (including any statutory modification or re-enactment thereof for the time being in force). Accordingly, a member may exercise his vote by electronic means and the Company may pass any resolution by electronic voting system in accordance with the below provisions, through the e- voting services provided by CDSL.

#### **The instructions for shareholders voting electronically are as under:**

- 1) The voting period begins on **26<sup>th</sup> September, 2018 at 9.00 a.m.** and ends on **28<sup>th</sup> September, 2018 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 **21<sup>st</sup> September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

7) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

8) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)·</p> <p>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·</p> <p>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.</p>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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·</p> <p>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).</p>

9) After entering these details appropriately, click on "SUBMIT" tab.

- 10) 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.
- 11) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 12) Click on the EVSN for the relevant "DHANLAXMI FABRICS LIMITED" on which you choose to vote.
- 13) 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.
- 14) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 15) 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.
- 16) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 17) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page. If a demat account holder has forgotten the login password then Enter the User ID and the image
- 18) 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. verification code and click on Forgot Password & enter the details as prompted by the system.

19) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. i-Phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

#### **20) 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](http://www.evotingindia.com) and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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.

21) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

22) The Company has appointed M/s. Pankaj Trivedi & Co., Practicing Company Secretaries (C.P. No. 15301) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

23) A copy of this notice has been placed on the website of the Company and the website of CDSL.

24) In case of Members who are entitled to vote but have not 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 109 of the Companies Act, 2013 for all businesses specified in the accompanying Notice.

The facility for voting through ballot paper shall also be made available at the AGM and the members attending the meeting shall be able to exercise their right to vote at the meeting through ballot paper in case they have not casted their vote by remote e-voting.

The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

#### **REQUEST TO MEMBERS**

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before September 21, 2018 so that the answers/details can be kept ready at the Annual General Meeting



**ANNEXURE TO THE NOTICE**  
**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013, SPECIAL BUSINESS:**

**Item No.4**

The Board of Directors of the Company, upon the recommendation of the Audit Committee, approved the appointment and remuneration of Mr. Dilip Murlidhar Bathija., Cost Accountants, Mumbai to conduct the audit of the cost records of the Company for the financial year ending 31<sup>st</sup> March, 2018 at a remuneration of '25,000/- plus taxes and reimbursement of out of pocket expenses for the financial year ending March 31, 2019.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company.

Accordingly, consent of the Members is being sought for passing the resolution as set out in item no. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31<sup>st</sup> March, 2018.

None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolution. The resolution as set out in item no. 4 of this Notice is accordingly commended for your approval.

**Item No.5 and 6**

An Ordinary Resolution passed by the Company at its 24<sup>th</sup> Annual General Meeting held on 24<sup>th</sup> September, 2016 (being Resolution under item number 3 & 4 therein) inter alia, authorised the Board of Directors of the Company ("the Board") pursuant to Section 180 (1) (c) & 180 (1) (a) of the Companies Act, 2013, to borrow monies in excess of the aggregate of the Company's Paid-up capital and Free Reserves subject to a ceiling of Rs. 100 crores.

The overall borrowing limit needs to be increased from the present Rs. 100 crores to Rs. 500 crores in view of additional fund requirements of the Company envisaged for the current and future financial years.

Pursuant to Section 180 (1)(c) of the Companies Act, 2013, the Board of Directors shall exercise borrowing powers in excess of its Paid-up Capital and Free Reserves only with the consent of the Company by passing a Special Resolution at a Meeting of the Shareholders.

Should the creation of mortgage(s) and/or charge(s) on the whole or substantially the whole of the Undertaking(s) of the Company as contemplated under Section 180(1)(a) of the Companies Act, 2013 be called for, the consent of the Shareholders is also being sought for creation of such mortgage(s) and/or charge(s).

Your consent is required under the provisions of Sections 180(1) (c) and 180(1) (a) of the Act, to increase the borrowing limits and to mortgage and / or create a charge on any of the moveable and / or immovable properties and / or the whole or any part of the undertaking(s) of your Company to secure its borrowings.

The Resolution under item no. 5&6 of the accompanying Notice is being proposed to be passed by the Shareholders as a Special Resolution in the aforesaid context.

The Board recommends the Resolution for acceptance. None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.5 and 6 of the accompanying Notice.



**Item No.7**

The Company has made investments and loans from time to time. In this regard, it is proposed to authorize the Board of Directors of the Company to invest into securities of anybody corporate and/or make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made up to Rs.500 Crores (Rupees Five Hundred Crores Only). The investments of funds etc. may require restructuring / conversion with the changed business environment.

As per section 186 of the Companies Act, 2013, where a Company make investment in shares, debentures, securities of other body corporate and/or provide loan etc and such investments etc are in excess of 60% of the paid up Share Capital, Free Reserves and Securities Premium Account of the Company or 100% of Free Reserves and Securities Premium Account of the Company whichever is more as prescribed under Section 186 of the Companies Act, 2013 and the rules made there under, from time to time in one or more tranches, approval by way of Special Resolution of the shareholders is required. It is proposed to authorize up to a maximum amount of Rs. 500 Crores notwithstanding that investments along with company's existing loans or guarantee(s)/ security(ies) or investments shall be in excess of the limits prescribed under Section 186 aforesaid.

The Board recommends the Resolution for acceptance. None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.7 of the accompanying Notice.

**REGISTERED OFFICE:**

Manpada Road, Bhopar Village,  
Dombivli (East), Thane – 421 204  
Maharashtra  
Date: 10/08/2018

**By Order of the Board**  
Sd/-

**Ramautar S. Jhawar**  
**(Chairman & Director)**

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT  
AT THE FORTHCOMING ANNUAL GENERAL MEETING  
(In pursuance of Regulation 36(3) of the LODR Regulation, 2015)**

<b>Sr. No</b>	<b>Name of the Directors</b>	Shri Ramautar Jhawar (DIN:00002907),
1	Date of Birth	03 <sup>rd</sup> November, 1956
2	Age	62
3	Date of Appointment	01/10/1992
4	PAN	AABPJ8706F
5	DIN	00002907
6	No. of Equity shares held in the company (as on 31.03.2018 )	6,81,708
7	Qualifications	B.Com
8	Brief Profile	Shri Ramautar Jhawar is Commerce Graduate having 42 years' experience in Textile Business & Finance Management. He is one of the Senior Most Executive of the Company and has been in the service of the Company for the last over 42 years holding and has rich experience about the affairs of the Company.
9	List of other Directorships (excluding Foreign Company)	1.Dhanlaxmi Cotex Limited 2.Jhawar Commodities Private Limited 3.Sohanlal Export Fabrics Pvt Ltd 4 Dhanlaxmi Fabrics Limited 5.Jhawar Trade And Investments Pvt Ltd 6.MR Share Broking Private Limited 7.V R M Share Broking Private Limited 8. Promtech Impex Pvt. Ltd. 9. DFL Fabrics Private Limited 10. ASA Agrotech Private Limited 11.Krishar Multitrade Private Limited 12 Krishita Multitrade Private Limited 13. Dhanlaxmi Vidyut Private Limited 14 Dhanlaxmi Export Fabric LLP 15 Jasoda Tracon LLP 16 Ramavtar Trading LLP 17 Jhawar Property Developers LLP
10	Membership/Chairmanship of other Public Companies (includes only Audit Committee and Stakeholder Relationship Committee)	2
11	Relationships, if any between Directors, interest.	Brother of Mr. Vinod Jhawar and Mahesh Jhawar and Co-promoter of the Company.

**BOARD OF DIRECTORS' REPORT**

Dear Members,

Your Directors have pleasure in presenting their Twenty Sixth Annual Report on the business operations and activities of the Company together with the Audited Accounts for the Financial Year ended 31<sup>st</sup> March, 2018.

**FINANCIAL RESULTS:**

Summary of the Company's financial performance for F.Y. 2017-2018 as compared to the previous financial year is given below: (Rs.in lacs)

Particulars	F.Y. 2017 – 2018		F.Y. 2016 – 2017	
	Standalone	Consolidated	Standalone	Consolidated
Revenue from Operation	7027.63	7802.10	9281.21	10473.79
Revenue from other Income	274.21	299.62	103.51	143.43
Total Revenue	7301.85	8101.73	9384.73	10617.23
Profit before Dep. & Int.	923.76	969.22	1146.56	1211.66
Depreciation	406.84	409.34	389.31	391.71
Interest	279.02	286.09	309.87	315.53
Profit after Depreciation & Interest and before Tax	234.16	270.05	447.38	504.42
Provision for Taxation	125.00	133.83	172.00	188.00
Provison for Tax (deferred)	46.90	47.20	(23.51)	23.28
Provision for Taxation for earlier year	-	-	-	-
Profit/ Loss after Tax	156.05	183.43	251.87	291.84

**HIGHLIGHTS:**

Your Company's main activity is cornered in to dealers and manufacturing and Processing of Textile and allied products /services and Power Generation. As it can be clearly seen from the Highlights that the total revenue generated in current year were quick slightly lower in figures due to the impact of GST on industry. Hence, profit for the year of the Company is Rs.156.05 lakhs as compared to 251.87 lakhs in previous year.

The management of the Company hereby very optimistic regarding performance of the Company in future and taking every steps and making every efforts to turn the Company in to profitable organization

**DIVIDEND:**

During the year, your directors have not recommended any dividend on Equity Shares for the year under review.

**AMOUNTS TO BE TRANSFERRED TO RESERVES**

No fund was transferred to General Reserve.

**BOARD OF DIRECTORS:**

The Composition of the Board during the year was as per the provisions of Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Companies Act, 2013. During the period under review no appointment or resignation was made.

During the year Pursuant to Section 152 of the Companies Act, 2013 Shri Ramautar Jhawar, Director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your Board has recommended his re-appointment.

During the period under review on the recommendation of Nomination and Remuneration Committee, your Board has appointed Shri. Gopal Mohta as an Additional Directors of the Company in the category of Independent Director with effect from 30/05/2017 in order to comply with the requirement of Section 149(1) of the Companies Act, 2013, Who's appointment has been ratified by the members at 25<sup>th</sup> Annual General Meeting of the company.

**DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules,2014.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134 (3) (c) of the Companies Act, 2013, and based on the information provided by management, your Directors' state that:

- a) In the preparation of the annual accounts for the financial year ended 31<sup>st</sup> March, 2018 the applicable accounting standards have been followed.
- b) Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the State of affairs of the corporation as at the end of March 31, 2018 and of the profit of the Company for the year ended on that date.
- c) Proper and sufficient care to the best of their knowledge and ability 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.
- d) The Annual Accounts of the Company have been prepared on the ongoing concern basis.
- e) That they have laid down internal financial controls commensurate with the size of the Company and that such financial controls were adequate and were operating effectively.
- f) That system to ensure compliance with the provisions of all applicable laws was in place and was adequate and operating effectively.

**DECLARATION OF INDEPENDENCE BY DIRECTORS:**

The Independent Non-executive Directors of the Company, viz. Shri Durgesh Kabra, Smt. Jayashree Iyer and Shri. Gopal Mohta has affirmed that they continue to meet all the requirements specified under Regulation 16(1)(b) of the LODR Regulation, 2015 in respect of their position as an "Independent Director" of Dhanlaxmi Fabrics Limited.

**POLICIES ON DIRECTORS' APPOINTMENT AND REMUNERATION:**

The policies 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 Act is available on the website on this link: <http://dfi.net.in/docs/policy%20on%20nomination%20and%20remuneration%20of%20directors.pdf>

**EVALUATION OF BOARD OF DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Independent Directors was completed.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

The Board as a whole was evaluated on various parameters like Board Composition & Quality, Board Meetings and Procedures, adherence to the Code of Conduct etc. Based on each of the parameter, the Board of Directors formed an opinion that performance of Board as a whole has been outstanding.

**STATUTORY AUDITORS:**

M/s. R. Soni & Co., Chartered Accountants having Registration No. 130349W, has been appointed as an Statutory Auditors of the Company for the period of 5 years upto F.Y. 2021-22 at 25<sup>th</sup> Annual General Meeting. M/s. R. Soni & Co., has confirmed that as required under the provisions of Section 139 of the Companies Act, 2013, the Company has obtained written confirmation from M/s. R. Soni & Co., that their appointment, if made, would be in conformity with the limits specified in the said Section.

**AUDITORS REPORT:**

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134 (1) of the Companies Act, 2013.

**COST AUDIT AND AUDITOR:**

The central govt. has prescribed the maintenance of Cost records under Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 for the year ended 31<sup>st</sup> March 2018. The Audit Committee and Board has recommended the reappointment of Mr. Dilip Murlidhar Bathija., Cost Accountant, Mumbai at their respective meetings for conducting cost Audit for F.Y. 2018-19 and also recommended for members approval at item no.4 of the Notice.

**SECRETARIAL AUDIT:**

The Audit Committee recommended the name of M/s. Pankaj Trivedi & Co., Company Secretary in Practice, for conducting Secretarial Audit for F.Y. 2017-18 pursuant to the requirements of Section 204(1) of the Act, and Rule 9 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Secretarial Audit Report as received, is appended to this Report as **Annexure I.**

**COMMENTS ON REMARKS/OBSERVATION/QUALIFICATION MADE BY STATUTORY AUDITORS:**

M/s. Pankaj Trivedi & Co., Practicing Company Secretary, in his Independent Auditor Report for financial year 2017-18 have drawn the attention of the management on some matters in connection with the same management herewith give the explanation for the same as follows:

The Promoters of the Company hold 800 shares in physical form; however, the same is under process of dematerialization.

**REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS:**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

In compliance with Regulation 34 and Schedule V of SEBI (LODR) Regulations 2015, report on the Corporate Governance, along with a certificate from the Statutory Auditors of the Company on compliance with the provisions is annexed and forms part of the Annual Report.

**SUBSIDIARY, JOINT VENTURE OR ASSOCIATE 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 **Annexure II** 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.

**PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in Form AOC - 2 are appended as **Annexure III.**

**EXTRACT OF ANNUAL RETURN:**

Pursuant to the requirements under Section 92(3) and Section 134(3) of the Act read with Rule 12 of Companies (Management and Administration) Rules, 2014, an extract of Annual Return in prescribed Form MGT-9 is given in the Report as **Annexure-IV.**

**NUMBER OF MEETINGS OF THE BOARD:**

The details of the number of meetings of the Board held during the Financial Year 2017-18 forms part of the Corporate Governance Report.

**POSTAL BALLOT:**

No postal ballot was held during the year 2017-2018.

**COMMITTEES OF THE BOARD:**

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

**RISK MANAGEMENT AND INTERNAL CONTROLS:**

The Company has the risk management and internal control framework in place commensurate with the size of the Company. However Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

**PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:**

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are as under. The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2017-18, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. Name of Director/KMP No	Remuneration Received	% increase year ended 2017-18	Ratio of remuneration of each Director to median remuneration of employees
1 Shri Ramautar S. Jhavar (Chairman & Director)	Nil	Nil	Nil
2 Shri Vinod S. Jhavar (Managing Director)	60,00,000	12.50%	26.58
3 Ms. Jayashree Iyer (Independent Director)	Nil	Nil	Nil
4 Shri Mahesh S. Jhavar (Director&Chief Financial Officer)	6,00,000	100%	2.66
5 Shri Durgesh Kabra (Independent Director)	Nil	Nil	Nil
6 *sShri Gopal Mohta (Independent Director)	Nil	Nil	Nil
7 *Ms. Bhaviika Jain@(Company Secretary)	6,00,000	Nil	2.66

Note: Total 85 major employees are on role  
Median remuneration of employee is Rs. **2,25,746/-**

\*Appointed w.e.f. 30/05/2017. Note: Total 85 major employees are on role. Median remuneration of employee is Rs. **2,25,746/-**

#### **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

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 V** to this report.

#### **FOREIGN EXCHANGE:**

Inflow and Outflow of Foreign Exchange are given is **Annexed VI** to this 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.

#### **LISTING OF SHARES:**

Equity Shares of your Company are listed on Bombay Stock Exchange only and the Company has paid the necessary Listing Fees for the Year 2018-2019. The Company has executed a New Listing Agreement with the Bombay Stock Exchange pursuant to SEBI (LODR) Regulation 2015.

#### **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has established a vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behavior of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy. The details of the said Policy are included in the Report on Corporate Governance which forms part of the Annual Report.

During the financial year 2017-18, no cases under this mechanism were reported in the Company and any of its subsidiaries/ associates.

#### **POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The company has framed policy in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2017-18, no cases in the nature of sexual harassment were reported at any workplace of the Company.



**CEO AND CFO CERTIFICATION:**

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation,2015 and Chief Executive Officer declaration about the Code of Conduct is Annexed to this Report.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THESE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT:**

No material changes and commitments affecting the financial position of the Company occurred during Financial Year 2017-18, till the date of this report. Further there was no change in the nature of business of the Company.

**ACKNOWLEDGEMENT:**

The Board of Directors wishes to express sincere thanks to Bankers, Shareholders, clients, Financial Institutions, customers, sup-pliers and employees of Companies for extending support during the year

FOR &ON BEHALF OF THE BOARD

Sd/-  
Vinod S. Jhawar  
(Managing Director)

Sd/-  
Ramautar S. Jhawar  
(Director)

Place: Mumbai  
Date: 10/08/2018

**ANNEXURE-I FORM NO. MR-3****SECRETARIAL AUDIT REPORT**

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

To,  
The Members,  
M/s. Dhanlaxmi Fabrics Limited

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/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and return is filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2018, has 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 and subject to the reporting made hereinafter:

We have examined the books, papers; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31<sup>st</sup> March 2018 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **(Not applicable to the Company during the Audit Period);**
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014 - **(Not applicable to the Company during the Audit Period);**
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **(Not applicable to the Company during the Audit Period);**
  - (f) 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; - **(Not applicable to the Company during the Audit period);**
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit period);**
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period);**
- (vi) Having regards to the compliance system prevailing in the Company, information representation provided by management and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;

- i. The Equal Remuneration Act, 1976;
- ii. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;
- iii. Electricity Act, 2003 & The Electricity Rules, 2005
- iv. Energy Conservation Act, 2011
- v. Central Electricity Authority (Safety requirements for construction, operation and maintenance of electrical plants and electric lines) Regulations 2011
- vi. The Water (Prevention And Control Of Pollution) Act 1974
- vii. The AIR (Prevention And Control Of Pollution) Act, 1981
- viii. The Minimum Wages Act, 1948
- ix. The Contract Labour (Regulation & Abolition) Act, 1970
- x. The Industrial Employment (Standing Orders) Act 1946
- xi. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;
- xii. The Equal Remuneration Act, 1976;
- xiii. Employees Provident Fund & Miscellaneous provisions Act 1952, EPF scheme.
- xiv. Employees State Insurance Act 1948 (ESIC)
- xv. Maharashtra Labour welfare fund Act 1953
- xvi. The cloth markets & Shops board Mumbai (Mathadi Kamgar).
- xvii. Factory Act 1948.
- xviii. IEM code, Directorate of Industries - District Industry Centre
- xix. Maharashtra Pollution control Board - MPCB.
- xx. Maharashtra Boiler rules 1962 (Certificate of use of boiler).
- xxi. MVAT, VAT, Service Tax, Income Tax. xx. Central Excise, Customs Act (for import of material).
- xxii. IEC Code certificate - For import and export.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India;
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

1. According to SEBI/Cir/ISD/3/2011 dated June 17, 2011, the entire holdings of the Promoters are needed to be in demat form only. However the promoters of the Company still have 800 shares in physical form.

I further report that:

- ⓪ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made 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.
- ⓪ Adequate notice is given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, 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.
- ⓪ Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.
- ⓪ Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further Inform/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.

Note: This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part of this report.

**For Pankaj Trivedi & Co.,  
Company Secretary in Practice**

**Sd/-  
Pankaj Trivedi  
(Proprietor)  
CP No. 15301**

**Place: Mumbai  
Dated: 10<sup>th</sup> August, 2018**

## Annexure To The Secretarial Audit Report

To,  
The Member,  
Dhanlaxmi Fabrics Limited

Our report of even date is to be read along with this letter.

### Management's Responsibility

- 1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### Auditor's Responsibility

- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Where ever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- 5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

### Disclaimer

- 6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Pankaj Trivedi & Co.,  
Practicing Company Secretary  
C P No.: 15301

Sd/-  
Pankaj Trivedi  
Proprietor  
ACS No.: 30512

Place: Mumbai  
Date: 10/08/2018

Note: This report is to be read with our letter of even date which is annexed as “ANNEXURE A” and forms an integral part of this report.

**For Pankaj Trivedi & Co.,  
Company Secretary in Practice**

**Sd/-  
Pankaj Trivedi  
(Proprietor)  
CP No. 15301**

**Place: Mumbai  
Dated: 10<sup>th</sup> August, 2018**

**Annexure to the Director's Report**  
**ANNEXURE-II FORM NO. AOC-1**  
**Salient feature of Financial Statement of Subsidiary Companies**  
As at 31<sup>st</sup> March, 2018

Rupees in Lacs

Name of Subsidiary Company	Western Chloride & Chemicals Pvt. Ltd	Dhanesh Fabrics Pvt.Ltd.	DFL Fabrics Pvt. Ltd.
<b>Reporting Currency</b>	<b>INR</b>	<b>INR</b>	<b>INR</b>
Rate	1.00	1.00	1.00
Capital	3.00	1.00	1.00
Reserve	9.51	55.26	132.50
Total Assets	18.99	372.60	150.13
Total Liabilities	6.48	316.34	16.63
Investments Other than Investment in Sub-Subsidiary	Nil	Nil	Nil
Turnover	7.01	715.11	59.35
Profit before Taxation	(1.47)	20.26	17.10
Provision for Taxation	-	4.42	4.41
Profit After Taxation	(1.47)	15.98	12.86
Proposed Dividend	-	-	-
% of Shareholding	99.99	99.99	99.80

FOR &amp; ON BEHALF OF THE BOARD

Sd/-  
Vinod S. Jhavar  
(Managing Director)

Sd/-  
Ramautar S. Jhavar  
(Director)

Place: Mumbai  
Date: 10/08/2018

Place: Mumbai  
Date: 10<sup>th</sup> August, 2018



**Annexure –III****FORMAOC - 2****RELATED PARTY TRANSACTIONS:**

(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 Act including certain arm's length transactions under third proviso thereto:

1. Details of material contracts or arrangements or transactions not at arm's length basis: Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of Related Party and nature of transactions	Nature of contract / arrangement / transactions	Duration of the contract arrangement transactions Ongoing	Salient terms of contract / arrangement/transactions, including value, if any	Date(s) of approval by the Board	Amounts paid as advance(s), if any
DFL Fabrics (Pvt) Ltd	Sales of Fabrics/Yarn	Ongoing	Sold Fabrics of worth of Rs.15,33,781/- Lacs during the year	13.08.2016 & 11.08.2017	-
	Processing Charges	Ongoing	Processing Charges received for Dyeing and bleaching and printing of Fabrics during the year of Rs.86,994/-	13.08.2016 & 11.08.2017	-
	Purchase of Fabrics/ Yarn	Ongoing	Trading purchase of Rs.3,89,389 during the year	13.08.2016 & 11.08.2017	-
Dhanesh Fabrics Pvt Ltd Trading	Sales of Fabrics/Yarn	Ongoing	Sold Fabrics of worth of Rs.3,27,69,111/- during the year	13.08.2016 & 11.08.2017	-
	Processing Charges	Ongoing	Processing Charges received for Dyeing and bleaching and printing of Fabrics during the year of Rs.32,92,222/-	13.08.2016 & 11.08.2017	-
	Purchase of Fabrics/ Yarn	Ongoing	Trading purchase of Rs.45,60,414/- during the year	13.08.2016 & 11.08.2017	-
Western Chloride & Chemicals P Ltd	Lease Rent	Ongoing	Payment of Lease Rent of Rs.5,20,000/- for Land Taken on Lease for Installation of Process house at Manpada Road, Bhopar Village, Dombivali	13.08.2016 & 11.08.2017	-
Promtech Impex Pvt Ltd	Unsecured Loan	Ongoing	10,74,98,522/-	13.08.2016 & 11.08.2017	-

For and on behalf of the Board Of Directors

Place: Mumbai  
Date: 10<sup>th</sup> August, 2018

Vinod S. Jhawar  
(Managing Director)

Sd/-  
Ramautar S. Jhawar  
(Director)

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

as on financial year ended on 31.03.2017

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	Company Limited by Shares/ Indian Non-Government Company
v	Address of the Registered office & contact details	Manpada Road, Bhopar Village, Dombivli (East), Thane- 421 204 Maharashtra Tel: 0251-5690371 – 3 /2870589 / 90 / 91 / 92
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited, CIN U99999MH1994PTC076534 1st Floor, Bharat Tin Works Bldg. Opp. Vasant Oasis, Makwana Road, Andheri (East), Mumbai-400 059 Tel. No. : 022-40430200, 022-40430295 Email : bhagwan@bigshareonline.com

**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/services	% to total turnover of the company
1	Processing of Fabric & Yarn	1313	46.11%
2	Fabric Manufacturing & Trading	1311	53.89%

**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	U17120MH1999PTC120739	Subsidiary	99.99	2(87)
2	DFI Fabrics Pvt Ltd	U51109MH2008PTC186271	Subsidiary	99.80	2(87)
3	Western Chlorides & Chemicals Pvt Ltd	U24100MH1970PTC014919	Subsidiary	99.97	2(87)

**IV. Shareholding Pattern (Equity Share capital Break up as % to total Equity)**

(a) Category of Shareholders as on 31.03.2018	No. of Shares held at the beginning of the year 01/04/2017				No. of Shares held at the end of the year 31/03/2018				Change during the year	%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
<b>A. Promoters</b>										
(1) Indian										
a) Individual/HUF	2309881	800	2310681	26.93	2309881	800	2310681	26.93	0	0
b) Central Govt. or State Govt.	0	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	2004525	0	2004525	23.36	2004525	0	2004525	23.36	0	0
d) Bank/FI	0	0	0	0	0	0	0	0	0	0
e) Any other – Group Companies	2113300	0	2113300	24.63	2113300	0	2113300	24.63	0	0
<b>SUBTOTAL:(A)(1)</b>	<b>6427706</b>	<b>800</b>	<b>6428506</b>	<b>74.91</b>	<b>6427706</b>	<b>800</b>	<b>6428506</b>	<b>74.91</b>	<b>0</b>	<b>0</b>
(2) Foreign										
a) NRI- Individuals	0	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0	0
e) Any other...	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (A)(2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)=(A)(1)+ (A)(2)</b>	<b>6427706</b>	<b>800</b>	<b>6428506</b>	<b>74.91</b>	<b>6427706</b>	<b>800</b>	<b>6428506</b>	<b>74.91</b>	<b>0</b>	<b>0</b>
<b>B. Public Shareholding</b>										
(1) Institutions										
a) Mutual Funds	0	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0	0
f) Insurance Company	0	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0	0
<b>SUB TOTAL (B)(1):</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**IV. Shareholding Pattern (Equity Share capital Break up as % to total Equity)**

(a) Category of Shareholders as on 31.03.2018	No. of Shares held at the beginning of the year 01/04/2017				No. of Shares held at the end of the year 31/03/2018				change during the year	%change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares		
(2) Non Institutions										
a) Bodies Corporate										
i) Indian	1426476	173400	1599876	18.64	1407494	173400	1580894	18.42	(18,982)	(0.22)
ii) Overseas	0	0	0	0	0	0	0	0	0	0
b) Individuals										
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	306187	128560	434747	5.07	323904	127660	451564	5.26	16,817	0.20
ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakhs	111891	0	111891	1.30	116270	0	116270	1.35	4,379	0.05
c) Others (specify)	0	0	0	0	0	0	0	0	0	0
i) NRI	2432	0	2432	0.03	1460	0	1460	0.02	(972)	(0.01)
ii) Clearing Member	3648	0	3648	0.04	2406	0	2406	0.03	(1,242)	(0.01)
<b>SUB TOTAL (B)(2):</b>	<b>1850634</b>	<b>301960</b>	<b>2152594</b>	<b>25.09</b>	<b>1851534</b>	<b>301060</b>	<b>2152594</b>	<b>25.09</b>	<b>0</b>	<b>0</b>
Total Public Shareholding (B)=(B)(1) +(B)(2)	<b>1850634</b>	<b>301960</b>	<b>2152594</b>	<b>25.09</b>	<b>1851534</b>	<b>301060</b>	<b>2152594</b>	<b>25.09</b>	<b>0</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Grand Total (A+B+C)</b>	<b>8278340</b>	<b>302760</b>	<b>8581100</b>	<b>100</b>	<b>8279240</b>	<b>301860</b>	<b>8581100</b>	<b>100</b>	<b>0</b>	<b>0</b>

**II. Shareholding of Pattern of Promoters**

Sr. No.	Shareholders Name	No. of Shares held at the beginning of the year 01/04/2017			Shareholding at the end of the year 31/03/2018			%Change in shareholding during the year
		No of Shares	% Total Shares of the Co.	% of Shares pledged encumbered to total shares	No of Shares	% Total Shares of the Co.	% of Shares pledged encumbered to total shares	
1	Laxmi M. Jhawar	1,07,573	1.25	0.00	1,07,573	1.25	0.00	0.00
2	Kamala Ramautar Jhawar	2,87,930	3.36	0.00	2,87,930	3.36	0.00	0.00
3	Mahesh S. Jhawar	27,400	0.32	0.00	27,400	0.32	0.00	0.00
4	Ramautar S. Jhawar	6,81,708	7.94	0.00	6,81,708	7.94	0.00	0.00
5	Vinod Jhawar HUF	30,000	0.35	0.00	30,000	0.35	0.00	0.00
6	Mahesh Jhawar HUF	56,700	0.66	0.00	56,700	0.66	0.00	0.00
7	Vandana Vinod Jhawar	1,44,200	1.68	0.00	1,69,200	1.97	0.00	0.2914
8	Vinod Sohanlal Jhawar	3,86,300	4.50	0.00	3,86,300	4.50	0.00	0.00
9	Mukul Vinod Jhawar	60,000	0.70	0.00	60,000	0.70	0.00	0.00
10	Lalit Vinod Jhawar	26,200	0.31	0.00	1,200	0.01	0.00	-0.2913
11	Vinit R Jhawar	1,98,800	2.32	0.00	1,98,800	2.32	0.00	0.00
12	Rahul Mahesh Jhawar	70,200	0.82	0.00	70,200	0.82	0.00	0.00
13	Ramautar Jhawar Huf Jhawar Huf	1,36,470	1.59	0.00	1,36,470	1.59	0.00	0.00
14	Ramautar Jhawar (Jamnadevi Jhawar Family Trust)	97,200	1.13	0.00	97,200	1.13	0.00	0.00
15	Jhawar Commodities Pvt Ltd	14,57,446	16.98	0.00	14,57,446	16.98	0.00	0.00
16	Dhanlaxmi Cotex Ltd	3,47,079	4.04	0.00	3,47,079	4.04	0.00	0.00
17	M R Share Broking Pvt Ltd	2,00,000	2.33	0.00	2,00,000	2.33	0.00	0.00
18	Promtech Impex Pvt Ltd	12,80,000	14.92	0.00	12,80,000	14.92	0.00	0.00
19	V.R.M. Share Broking Pvt Ltd	2,00,000	2.33	0.00	2,00,000	2.33	0.00	0.00
20	Sohanlal Jhawar Family	1,95,300	2.28	0.00	1,95,300	2.28	0.00	0.00
21	Dhanlaxmi Export Fabric LLP	4,38,000	5.10	0.00	4,38,000	5.10	0.00	0.00
	<b>TOTAL</b>	<b>64,28,506</b>	<b>74.91</b>	<b>0.00</b>	<b>64,28,506</b>	<b>74.91</b>	<b>0.00</b>	<b>0.0001</b>

**III. Change in Promoters' Shareholding as on the F.YF Ended on 31-03-2018**

Sr. No.	Shareholders Name	Shareholding beginning (01-04-2016 to 01/04/2017)		Date	Increase/ Decrease in Share holding Shares	Reason	Cumulative Shareholding during the year (01-04-2017 to 01/04/2018)	% of total Shares of the Co.
		No of Shares	% Total Shares of the Co.					
1	Laxmi M. Jhawar	1,07,573	1.25	-	-	-	1,07,573	1.25
2	Kamala Ramautar Jhawar	2,87,930	3.36	-	-	-	2,87,930	3.36
3	Mahesh S. Jhawar	27,400	0.32	-	-	-	27,400	0.32
4	Ramautar S. Jhawar	6,81,708	7.94	-	-	-	6,81,708	7.94
5	Vinod Jhawar HUF	30,000	0.35	-	-	-	30,000	0.35
6	Mahesh Jhawar HUF	56,700	0.66	-	-	-	56,700	0.66
7	Vandana Vinod Jhawar	1,44,200	1.68	12.01.18	25,000	Bought	1,69,200	1.97
8	Vinod Sohanlal Jhawar	3,86,300	4.5	-	-	-	3,86,300	4.5
9	Mukul Vinod Jhawar	60,000	0.7	-	-	-	60,000	0.7
10	Lalit Vinod Jhawar	26,200	0.31	15.12.17	(25,000)	Sold	1,200	0.01
11	Vinit R Jhawar	1,98,800	2.32	-	-	-	1,98,800	2.32
12	Rahul Mahesh Jhawar	70,200	0.82	-	-	-	70,200	0.82
13	Ramautar Jhawar Huf Jhawar Huf	1,36,470	1.59	-	-	-	1,36,470	1.59
14	Ramautar Jhawar (Jamnadevi Jhawar Family Trust)	97,200	1.13	-	-	-	97,200	1.13
15	Jhawar Commodities Pvt Ltd	14,57,446	16.98	-	-	-	14,57,446	16.98
16	Dhanlaxmi Cotex Ltd	3,47,079	4.04	-	-	-	3,47,079	4.04
17	M R Share Broking Pvt Ltd	2,00,000	2.33	-	-	-	2,00,000	2.33
18	Promtech Impex Pvt Ltd	12,80,000	14.92	-	-	-	12,80,000	14.92
19	V.R.M. Share Broking Pvt Ltd	2,00,000	2.33	-	-	-	2,00,000	2.33
20	Sohanlal Jhawar Family	1,95,300	2.28	-	-	-	1,95,300	2.28
21	Dhanlaxmi Export Fabric LLP	4,38,000	5.10	-	-	-	4,38,000	5.10
	<b>TOTAL</b>	<b>64,28,506</b>	<b>74.91</b>	-	-	-	<b>64,28,506</b>	<b>74.91</b>

IV) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters & Holders of Gdrs & Adrs)						
Sr. No.	Shareholders Name	Shareholding at the beginning of the year 01/04/2017		Cumulative Shareholding during the year 31/03/2018		Type of Transaction)
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in shareholding during the year	
1	<b>Eskay Niryat Pvt Ltd</b>	12,80,000	14.92%	12,80,000	14.92%	N.A.
	Shares Bought during the year	-	-	12,80,000	14.92%	
	Shares Sold During the year	-	-	12,80,000	14.92%	
	<b>Closing balance</b>	<b>12,80,000</b>	<b>14.92%</b>	<b>12,80,000</b>	<b>14.92%</b>	
2	<b>CRB Share Custodian Services Ltd</b>	1,25,000	1.46%	1,25,000	1.46%	N.A.
	Shares Bought during the year	-	-	1,25,000	1.46%	
	Shares Sold During the year	-	-	1,25,000	1.46%	
	<b>Closing balance</b>	<b>1,25,000</b>	<b>1.46%</b>	<b>1,25,000</b>	<b>1.46%</b>	
3	<b>Jignesh Fabrics Pvt Ltd</b>	74,626	0.87%	74,626	0.87%	N.A.
	Shares Bought during the year	-	-	74,626	0.87%	
	Shares Sold During the year	-	-	74,626	0.87%	
	<b>Closing balance</b>	<b>74,626</b>	<b>0.87%</b>	<b>74,626</b>	<b>0.87%</b>	
4	<b>Babita Naresh Jain</b>	59,318	0.69%	59,318	0.69%	N.A.
	Shares Bought during the year	-	-	59,318	0.69%	
	Shares Sold During the year	-	-	59,318	0.69%	
	<b>Closing balance</b>	<b>59,318</b>	<b>0.69%</b>	<b>59,318</b>	<b>0.69%</b>	
5	<b>CRB Capital Markets Ltd</b>	45,500	0.53%	45,500	0.53%	N.A.
	Shares Bought during the year	-	-	45,500	0.53%	
	Shares Sold During the year	-	-	45,500	0.53%	
	<b>Closing balance</b>	<b>45,500</b>	<b>0.53%</b>	<b>45,500</b>	<b>0.53%</b>	
6	<b>Snehalatha Singhi</b>	32,032	0.37%	32,032	0.37%	Sold
	Shares Bought during the year	-	0.00%	32,032	0.37%	
	Shares Sold During the year 22/07/201631/03/2017	(13,473)	(0.15%)	18,559	0.22%	
	<b>Closing balance</b>	<b>18,559</b>	<b>0.22%</b>	<b>18,559</b>	<b>0.22%</b>	
7	<b>Hermes Travel and Cargo Pvt Ltd</b>	30,600	0.36%	30,600	0.36%	Sold
	Shares Bought during the year	-	-	30,600	0.36%	
	Shares Sold During the year	(30,600)	(0.36%)	0	0.00%	
	<b>Closing balance</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>	
8	<b>Naval Kishor Malpani</b>	0	0.00%	0	0.00%	Bought and Sold
	Shares Bought during the year 17.11.2017	15,534	0.18%	15,534	0.18%	
	Shares Sold During the year	0	0.00%	15,534	0.18%	
	<b>Closing balance</b>	<b>15,534</b>	<b>0.18%</b>	<b>15,534</b>	<b>0.18%</b>	



**IV) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters & Holders of Gdrs & Adrs)**

Sr. No.	Shareholders Name	Shareholding at the beginning of the year 01/04/2017		Cumulative Shareholding during the year 31/03/2018		Type of Transaction)
		No. of Shares	% of Total Shares of the company	No. of Shares	% change in shareholding during the year	
9	<b>Pritty Devi Sarawagi</b>	10,505	0.12%	10,505	0.12%	Bought and Sold
	Shares Bought during the year					
	28/04/2017	2,3162	0.15%	12,821	0.15%	
	05/05/2017	0	0.00%	12,823	0.00%	
	Shares Sold During the year	0	0.00%	12,823	0.15%	
	<b>Closing balance</b>	<b>12,823</b>	<b>0.15%</b>	<b>12,823</b>	<b>0.15%</b>	
10	<b>Edelweiss Broking Ltd</b>	12,360	0.14%	12,360	0.14%	Bought and Sold
	Shares Bought/Sold during the year					
	20.06.2017	725	0.01%	13,085	0.15%	
	09.06.2017	(725)	(0.01%)	12,360	0.14%	
	29.12.2017	1,000	0.01%	13,360	0.15%	
	05.01.2018	(1,000)	(0.01%)	12,360	0.14%	
	<b>Closing balance</b>	<b>12,360</b>	<b>0.14%</b>	<b>12,360</b>	<b>0.14%</b>	
11	<b>Edelweiss Broking Ltd</b>	299	0.00%	299	0.00%	
	Shares Bought / Sold during the year					
	09-06-2017	1,141	0.00	1,440	0.02	
	25-08-2017	-100	0.00	1,340	0.02	
	01-09-2017	1,599	0.00	2,939	0.03	
	08-09-2017	6,194	0.01	9,133	0.11	
	15-09-2017	5,431	0.01	14,564	0.17	
	22-09-2017	2,000	0.00	16,564	0.19	
	06-10-2017	660	0.00	17,224	0.20	
	10-11-2017	1	0.00	17,225	0.20	
	17-11-2017	-15,134	-0.02	2,091	0.02	
	24-11-2017	-400	0.00	1,691	0.02	
	01-12-2017	2,500	0.00	4,191	0.05	
	08-12-2017	261	0.00	4,452	0.05	
	22-12-2017	530	0.00	4,982	0.06	
	29-12-2017	3,104	0.00	8,086	0.09	
	05-01-2018	4,036	0.00	12,122	0.14	
	23-02-2018	-102	0.00	12,020	0.14	
	16-03-2018	-3	0.00	12,017	0.14	
23-03-2018	-1	0.00	12,016	0.14		
	<b>Closing balance</b>					
12	<b>Anil Mansukhlal Kothari</b>	10,036	0.12%	10,036	0.12%	
	Shares Bought during the year	-	-	10,036	0.12%	
	Shares Sold During the year	-	-	10,036	0.12%	
	<b>Closing balance</b>	<b>10,036</b>	<b>0.12%</b>	<b>10,036</b>	<b>0.12%</b>	

**V) Shareholding Pattern of Directors and Key Managerial Personnel**

Sr. No.	Shareholders Name	Shareholding at the beginning of the year 01/04/2017		Cumulative Shareholding during the year 31/03/2018	
		No. of Shares	% of Total Shares of the company	No. of Shares	% of Total Shares of the company
1	Shri Ramautar S. Jhavar (Chairman & Director)	681708	7.94	681708	7.94
2	Shri Vinod S. Jhavar (Managing Director)	386300	4.50	386300	4.50
3	Ms. Jayashree Iyer (Independent Director)	647	0.00	647	0.00
4	Shri Mahesh S. Jhavar (Director & Chief Financial Officer)	27400	0.32	27400	0.32
5	Shri Durgesh Kabra (Independent Director)	0	0.00	0	0.00
6	Shri Gopal Mohta (Independent Director)	0	0.00	0	0.00
7	Ms. Bhaviika Jain@ (Company Secretary)	0	0.00	0	0.00

**VI) Indebtedness - Indebtedness of the company including interest Outstanding/Accrued but not due for Payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	1476.22	61.65	-	<b>1537.87</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (I+II+III)</b>	<b>1476.22</b>	<b>61.65</b>	<b>-</b>	<b>1537.87</b>
<b>Change in Indebtedness during the financial year</b>				
Additions	2007.94	10.76	-	<b>2018.69</b>
Reduction	2426.37	11.53	-	<b>2437.89</b>
Net Change	<b>(418.43)</b>	<b>(0.77)</b>	<b>-</b>	<b>(419.20)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1057.79	-	-	<b>1057.79</b>
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (I+II+III)</b>	<b>1057.79</b>	<b>-</b>	<b>-</b>	<b>1057.79</b>

**VII) Remuneration of Directors and Key Managerial Personnel****A. Remuneration to Managing Director, Whole time Directors and/or Manager:**

Sr. No.	Particulars of Remuneration	Name of MD / WTD / Manager		Total Amount
		Mr. Vinod Jhawar (Managing Director)	Mr. Mahesh Jhawar (Whole Time Director)	
1	Gross salary	60,00,000/-	6,00,000/-	66,00,000/-
	a) Salary as per provisions contained in section 17(1) of the I.T. Act, 1961	-	-	-
	b) Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-	-
	c) Profits in lieu of salary under section 17(3) Income- Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify – Sitting Fee	-	30,000	30,000
	<b>Total (A)</b>	60,00,000/-	6,30,000/-	66,30,000/-
	Ceiling as per the Act		<b>NIA</b>	<b>N.A</b>

**B. Remuneration to Other Directors**

Sr. No.	Particulars of Remuneration	Shri Ramautar Jhawar	Shri Durgesh Kabra	Smt. Jayashree Iyer	Shri Gopal Mohta*
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	30,000/-	22,500/-	30,000/-	15,000/-
	Commission	-	-	-	-
	Others (Fee for attending Independent Directors meeting)	-	-	-	-
	<b>Total (1)</b>	-	-	-	-
2	Other Non-Executive Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	<b>Total (2)</b>	-	-	-	-
	<b>Total (B)=(1+2)</b>	30,000/-	22,500/-	30,000/-	15,000/-
	Total Managerial Remuneration	30,000/-	22,500/-	30,000/-	15,000/-

Note: \*appointed w.e.f 30<sup>th</sup> May, 2017

**C. Remuneration to Key Managerial Personnel other than MD / Manager / WTD**

<b>Sr. No.</b>	<b>Particulars Of Remuneration</b>	<b>Shri Mahesh Jhawar (Chief Financial Officer)</b>	<b>Ms. Bhavika Jain* (Company Secretary)</b>	<b>Tota Amount</b>
1	Gross salary	<b>6,00,000</b>	<b>6,00,000</b>	<b>12,00,000</b>
	a) Salary as per provisions contained in section 17(1) of the I.T. Act, 1961	-	-	-
	b) Value of perquisites u/s 17(2) I.T. Act, 1961	-	-	-
	c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option			
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- Others, specify...	-	-	-
5	Others, please specify -	<b>30,000</b>	-	<b>30,000</b>
	<b>Total</b>	<b>6,30,000</b>	<b>6,00,000</b>	<b>12,30,000</b>

**Note: \*appointed w.e.f 30<sup>th</sup> May,2017**

**VIII. Penalties / Punishment / Compounding of Offences**

Type	Section of the Companies Act	Brief Description	Details of Penalties/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made, if any (give details)
<b>COMPANY</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					
<b>DIRECTORS</b>					
Penalty					
Punishment			<b>None</b>		
Punishment					
<b>OTHER OFFICERS IN DEFAULT</b>					
Penalty			<b>None</b>		
Punishment					
Compounding					

FOR &amp; ON BEHALF OF THE BOARD

Sd/-  
Vinod S. Jhawar  
Managing Director

Sd/-  
Ramautar S. Jhawar  
Chairman & Director

Place: Mumbai  
Date: 10/08/2018

## Annexure – V & VI

### 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. Investment and proposals, if any, being implemented<br>For reduction of consumption:  | Nil                     |
| 3. Impact of measures at (1) and (2) above for reduction of energy<br>Consumption and consequent impact on the cost of production of<br>Goods. | Marginal                |
| 4. Total energy consumption any energy consumption per unit of<br>Production are as under:   | (Rs. In Lacs)           |

Sr. No.	Particulars	Year Ended 31.03.2018	Year Ended 31.03.2017
<b>Powers and Fuel Consumption (Process Division Yarn + Fabrics)</b>			
1	Electricity		
	a) Purchased		
	Unit (Lacs)	40.72	42.17
	Total (Rs. In Lacs)	343.61	349.08
	Amount Avg. Rate/Unit (Rs.)	8.44	8.28
	b) Own generation (Through D.G. Set)		
	Unit (Lacs)	0.14	0.14
	Diesel Oil Consumed Ltrs (Lacs)	0.06	0.07
	Total Amount (Rs. In Lacs)	3.86	3.65
	Avg Rate per Ltr (Rs.)	66.09	55.34
2	Coal		
	Quantity (M. Tonnes)	9545	7472
	Total Amount (Rs. In Lacs)	610.20	359
	Avg Rate/M. tone M. Tonnes (Rs.)	63.93	48
<b>B</b>	<b>Consumption Per Kg Of Production</b>		
	Production (Lacs Kgs)	23.13	23.72
	Electricity (Rs.)	14.86	14.72
	Diesel Oil (Rs.)	0.17	0.15
	Coal (Rs.)	26.38	15.14
	<b>Total</b>	<b>41.40</b>	<b>30.02</b>
<b>C</b>	<b>Weaving Division Power Consumption</b>		
1	Electricity Purchased		
	Units (Lacs)	31.44	28.47
	Total Amount (Rs. In Lacs)	92.27	76.97
	Avg Rate/unit (Rs.)	2.93	2.70
2	Production (Lacs Mtrs)	<b>38.67</b>	35.63
3	Cost of Power per Mtrs (Rs.)	<b>2.39</b>	2.16
	<b>Technology Absorption:</b>		
	The company does not need any technology up-gradation for its existing business.		
	<b>Foreign Exchange Earnings and Otgo:</b>	<b>(Rs. In Lacs)</b>	
		2017-2018	2016-2017
	Foreign Exchange Outgo	-	61.67
	Foreign Exchange Earnings	-	15.40

Place: Mumbai  
Date: 10/08/2018

For & On Behalf Of The Board  
Sd/-  
Ramautar S. Jhawar  
(Director)

