



Dhanlaxmi FABRICS LTD.



Bhopar Village, Manpada Road, Dombivli (East) - 421 204.
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e-mail : info@dfi.net.in • Website : www.dfi.net.in

Date: 24th September, 2016

To,
BSE Limited
Phiroze Jeejeebhoy Tower,
Dalal Street, Mumbai – 400001

BSE Scrip Code: 521151

Sub: Result of Remote E-Voting and Poll for 24th Annual General Meeting for F.Y. 2015-16 Under Regulation 44(3) of the SEBI ((Listing Obligations and Disclosures Requirements) Regulations, 2015 along with Scrutinizer Report

Dear Sirs,

In connection with the subject above, we are enclosing herewith the Report Submitted by the Mr. Pankaj Trivedi, Practicing Company Secretary, the Scrutinizer appointed to conduct the poll process in fair and transparent manner for 24th Annual General Meeting of the Company held on 24th September, 2016.

Its been declared that all the resolutions set out in the Notice of 24th Annual General Meeting have been passed with the requisite majority.

Kindly acknowledge the receipt.

Thanking You,
Yours faithfully,

For Dhanlaxmi Fabrics Limited

Vinod S. Jhavar
(Managing Director)



CC To,

The Manager
Central Depository Services (India) Ltd,
16th Floor, P. J. Tower,
Dalal Street, Fort, Mumbai -400 001

Admn. Office : 285, Princess Street, C. J. House, 2nd Floor, Mumbai - 400 002.

Phone : 022-2208 4635 • 22008176 - 77 • Fax : 022-22089558

CIN No. : L17120MH1992PLC068861

SCRUTINIZER'S REPORT

**[Pursuant to rule 108 of the Companies Act, 2013 and rule 20(xi) of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman
Dhanlaxmi Fabrics Limited
Manpada Road, Bhopar Village,
Dombivali (East), Mumbai - 421204

Date: 24/09/2016

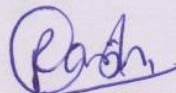
Dear Sir,

I, Pankaj Trivedi Practicing Company Secretary (Membership No. 15301), Proprietor of M/s. Pankaj Trivedi & Co., Mumbai was appointed as scrutinizer in connection with 24th Annual General Meeting of the Company held on 24th September, 2016 at 01:00 P.M., at the Registered Office at E Manpada Road, Bhopar Village, Dombivali (East), Mumbai - 421204 for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in fair and transparent manner and ascertaining the requisite majority on remote e-voting and voting through physical ballot process carried out as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

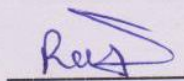
The management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rule relating to remote e-voting and voting through physical ballot process on the resolutions contained in the notice of the 24th Annual General Meeting of the members of the Company. My responsibility as Scrutinizer for the voting process through electronic means and physical ballots is restricted to make a Scrutinizer's Report for the votes cast "In Favour" or "Against" the resolutions, based on the report generated from E-Voting system of Central Depository Services (India) Limited and of voting through physical ballots.

I submit my report as under:

1. The e-voting period remained open from 21st September, 2016 (9.00 A.M) to 23rd September, 2016 (5.00 P.M).
2. The Shareholders holding shares as on the "cut-off" date i.e. 17th September, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 8) as set out in the Notice of the 24th Annual General Meeting of the Company.
3. The votes were unblocked on Saturday, 24th September, 2016 around 02.09 p.m. after the Completion of Annual General Meeting in the presence of two witnesses, who are not in the employment of the Company. They have signed below in Confirmation of the votes being unblocked in their presence.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (<https://www.evotingindia.com>).



Witness 1



Witness 2

(RAJESH S. MISHRA)

Ravi Toshniwal



5. **The result of e-voting is as under:**

Resolution 1 – Adopted the Audited Balance Sheet as on 31st March, 2016, the Profit & Loss Account and Cash Flow Statement for the year ended on that date and the report of Director's & Auditors thereon. (Ordinary Resolution)

Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
2	11	11	100%	0	0.00%	0	0.00%

Resolution No. 2: Re-appointment of Shri Ramautar Sohanlal Jhawar, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
2	11	11	100%	0	0.00%	0	0.00%

Resolution No. 3: Ratification of appointment of M/s. S.G. Kabra & Co., Chartered Accountants, as the statutory Auditor of the Company. (Ordinary Resolution)

Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
2	11	11	100%	0	0.00%	0	0.00%



Resolution No. 4: To increase borrowing powers of the Company up to Rs. 100 Crores u/s 180 (1) (C) of the Company Act, 2013. (Special Resolution)

Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
2	11	11	100%	0	0.00%	0	0.00%

Resolution No. 5: Creation of Securities in connection with the borrowing of the Company u/s 180 (1) (a) of the Company Act, 2013. (Special Resolution)

Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
2	11	11	100%	0	0.00%	0	0.00%

Resolution No. 6: Making of Investment, giving loans, guarantee and providing of securities beyond prescribed limit u/s 186 of the Companies Act, 2013. (Special Resolution)

Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
2	11	11	100%	0	0.00%	0	0.00%



Resolution No. 7: Adoption of New Set of Articles of Association of the Company in conformity with Companies Act, 2013. (Special Resolution)

Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
2	11	11	100%	0	0.00%	0	0.00%

Resolution No. 8: To enter into Related Party Transaction(s) pursuant to Section 188 of the Companies Act, 2013 upto Rs. 50 Crores with each related parties. (Special Resolution)

Number of members voted through E-voting system	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
2	11	11	100%	0	0.00%	0	0.00%

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Authorised Person for safe keeping.
7. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting of the Company to enable the shareholders to cast their votes physically in case the same has not been casted by them through remote e-voting.



8. The result of the voting through physical ballot forms are as under:

Resolution 1 – Adopted the Audited Balance Sheet as on 31st March, 2016, the Profit & Loss Account and Cash Flow Statement for the year ended on that date and the report of Director's & Auditors thereon. (Ordinary Resolution)

Number of members voted through Physical Ballot Form	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
22	7332838	7332838	100%	0	0.00%	0	0.00%

Resolution No. 2: Re-appointment of Shri Ramautar Sohanlal Jhawar, who retires by rotation and being eligible, offers himself for re-appointment. (Ordinary Resolution)

Number of members voted through Physical Ballot Form	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
6	1422875	1422875	100%	0	0.00%	0	0.00%

Resolution No. 3: Ratification of appointment of M/s. S.G. Kabra & Co., Chartered Accountants, as the statutory Auditor of the Company. (Special Resolution)

Number of members voted through Physical Ballot Form	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
21	7325348	7325348	100%	0	0.00%	0	0.00%



Resolution No. 4: To increase borrowing powers of the Company up to Rs. 100 Crores u/s 180 (1) (C) of the Company Act, 2013. (Special Resolution)

Number of members voted through Physical Ballot Form	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
22	7332838	7332838	100%	0	0.00%	0	0.00%

Resolution No. 5: Creation of Securities in connection with the borrowing of the Company u/s 180 (1) (a) of the Company Act, 2013. (Special Resolution)

Number of members voted through Physical Ballot Form	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
22	7332838	7332838	100%	0	0.00%	0	0.00%

Resolution No. 6: Making of Investment, giving loans, guarantee and providing of securities beyond prescribed limit u/s 186 of the Companies Act, 2013. (Special Resolution)

Number of members voted through Physical Ballot Form	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
22	7332838	7332838	100%	0	0.00%	0	0.00%



Resolution No. 7: Adoption of New Set of Articles of Association of the Company in conformity with Companies Act, 2013. (Special Resolution)

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22	7332838	7332838	100%	0	0.00%	0	0.00%

Resolution No. 8: To enter into Related Party Transaction(s) pursuant to Section 188 of the Companies Act, 2013 upto Rs. 50 Crores with each related parties. (Special Resolution)

Number of members voted through Physical Ballot Form	No. of Total Votes Cast	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
6	1422875	1422875	100%	0	0.00%	0	0.00%

9. Total 21 members were present at the meeting and 1 member present through proxy in the meeting.
10. None of the vote casted was invalid.
11. The members who had voted through remote E-voting were abstained to vote through poll at the meeting.
12. The interested members were instructed not to vote on agenda in which they are interested.
13. Since the all votes were casted in favour of the resolutions is 100%. I report that all resolutions as set out in the notice of the AGM has been passed with requisite majority.

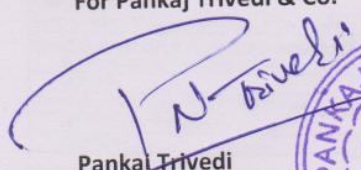


14. The physical ballot forms and registers and records were handed over to the Chairman / Director Authorised by Board for safe keeping.

Thanking You,

Yours Truly,

For Pankaj Trivedi & Co.


Pankaj Trivedi
(Proprietor)
M. No. 15301



Place: Mumbai
Date: 24/09/2016