



KHATOR FIBRE & FABRICS LIMITED

MANUFACTURERS & EXPORTERS OF TEXTILE FABRICS

(CIN No. L17124RJ1986PLC003629)

CORP. OFF. : 9/11, ASSEMBLY LANE, 38, DADISETH AGIARY LANE, GR. FLOOR, KALBADEVI,
MUMBAI - 400 002. INDIA. PHONE : 022 - 2241 4870 / 2240 8257 FAX : 022 - 2240 4041

E-MAIL : khator@khator.com Website: www.khator.com

★ EXPORT HOUSE ★

Date: 29th September, 2015

BSE Limited
Department of Corporate Services,
P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sirs,

**Sub: Proceedings at the 29th Annual General Meeting
pursuant to Clause 31(d) of the Listing Agreement**

Pursuant to Clause 31(d) of the Listing Agreement, we wish to state that the following Resolutions were passed by the Members by remote e-voting and poll at the Twenty Ninth Annual General Meeting of the Company held on Monday, September 28, 2015 at 1.00 noon at Hotel Imperial, Arvind Marg, M. I. Road, Jaipur, Rajasthan – 302 001:-

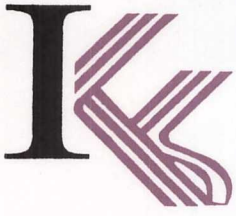
ORDINARY BUSINESS

1. Approving and adopting the Audited Financial Statement of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. Appointing Mr. Kailash Khator, as a Director retiring by rotation.
3. Appointment of M/s. S. R. Goyal & Co. Chartered Accountants as Statutory Auditors and fix their remuneration.

SPECIAL BUSINESS

4. Appointing Mr. Kailash S. Khator as Managing Director of the Company for the period of 5(Five) years with effect from 1st April, 2015 to 31st March, 2020 and payment of remuneration and perquisites not exceeding Rs.2,50,000/- per month. **(Ordinary Resolution)**
5. Appointing Mr. Arvind S. Khator as Whole-Time Director of the Company for the period of 5(Five) years with effect from 1st April, 2015 to 31st March, 2020 and payment of remuneration and perquisites not exceeding Rs.2,50,000/- per month. **(Ordinary Resolution)**





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6. Appointing Mr. Ashok S. Khator as Whole-Time Director designated as Chief Financial Officer(CFO) of the Company for the period of 5(Five) years with effect from 1st April, 2015 to 31st March, 2020 and payment of remuneration and perquisites not exceeding Rs.2,50,000/- per month. **(Ordinary Resolution)**

Kindly confirm having noted the above.

Thanking You,

Yours faithfully,

For KHATOR FIBRE & FABRICS LIMITED

Khator K.S.

KAILASH KHATOR
MANAGING DIRECTOR





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Date: 29th September, 2015

BSE Limited
Department of Corporate Services,
P. J. Towers,
Dalal Street,
Mumbai – 400 001.

Dear Sirs,

Sub: Voting Results pursuant to Clause 35A of the Listing Agreement

Pursuant to Clause 35A of the Listing Agreement, we submit the voting results at the Twenty Ninth Annual General Meeting (AGM) of the Company held on Monday, September 28, 2015 at 1.00 noon at Hotel Imperial, Arvind Marg, M. I. Road, Jaipur, Rajasthan – 302 001. The mode of voting was remote e-voting and poll at the AGM.

Date of the AGM	:Monday, September 28, 2015
Total number of shareholders on the record date i.e. Monday, September 21, 2015.	:6201
No. of shareholders present at the meeting either in person or through proxy:-	
Promoters and Promoter Group	:2
Public	:28
No. of shareholders who attended the meeting through Video Conferencing:-	
Promoter s and Promoter Group	:NA
Public	:NA

The Agenda-wise Resolutions (Ordinary / Special) passed by remote e-voting and poll at the AGM are given in Annexure 'A'.

You are requested to take the above information on record.

Thanking You,

Yours faithfully,

For KHATOR FIBRE & FABRICS LIMITED

Khator K.S.

KAILASH KHATOR
MANAGING DIRECTOR





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ANNEXURE 'A'

Resolution 1: Approving and adopting the Audited Financial Statement of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in against on votes polled (7)= [(5)/(2)]*100
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	1772700	1472540	83.07	1472540	0	100.00	0.00
Public-Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	2477300	595000	24.02	595000	0	100.00	0.00
Total	4250000	2067540	48.65	2067540	0	100.00	0.00

Resolution 2: To appoint a Director in place of Mr. Kailash Khator, who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in against on votes polled (7)= [(5)/(2)]*100
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	1772700	1472540	83.07	1472540	0	100.00	0.00
Public-Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	2477300	595000	24.02	595000	0	100.00	0.00
Total	4250000	2067540	48.65	2067540	0	100.00	0.00





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Resolution 3: Appointment of M/s. S. R. Goyal & Co. Chartered Accountants as Statutory Auditors and fix their remuneration (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	1772700	1472540	83.07	1472540	0	100.00	0.00
Public-Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	2477300	595000	24.02	595000	0	100.00	0.00
Total	4250000	2067540	48.65	2067540	0	100.00	0.00

Resolution 4: Appointing Mr. Kailash S. Khator as Managing Director of the Company for the period of 5(Five) years with effect from 1st April, 2015 to 31st March, 2020 and payment of remuneration and perquisites not exceeding Rs.2,50,000/- per month. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled	% of Votes in against on votes polled
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	1772700	1472540	83.07	1472540	0	100.00	0.00
Public-Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	2477300	595000	24.02	595000	0	100.00	0.00
Total	4250000	2067540	48.65	2067540	0	100.00	0.00





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Resolution 5: Appointing Mr. Arvind S. Khator as Whole-Time Director of the Company for the period of 5(Five) years with effect from 1st April, 2015 to 31st March, 2020 and payment of remuneration and perquisites not exceeding Rs.2,50,000/- per month. (Ordinary Resolution)

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)= [(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – in against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in against on votes polled (7)= [(5)/(2)]*100
Promoter and Promoter Group	1772700	1472540	83.07	1472540	0	100.00	0.00
Public-Institutional holders	0	0	0.00	0	0	0.00	0.00
Public-Others	2477300	595000	24.02	595000	0	100.00	0.00
Total	4250000	2067540	48.65	2067540	0	100.00	0.00





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Resolution 6: Appointing Mr. Ashok S. Khator as Whole-Time Director designated as Chief Financial Officer(CFO) of the Company for the period of 5(Five) years with effect from 1st April, 2015 to 31st March, 2020 and payment of remuneration and perquisites not exceeding Rs.2,50,000/- per month. (Ordinary Resolution)

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes in against on votes polled (7)= [(5)/(2)]*100
	(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)		
Promoter and Promoter Group	1772700	1472540	83.07	1472540	0	100.00	0.00
Public-Institutional holders	0	0	0.00	0	0	0.00	0.00
Public- Others	2477300	595000	24.02	595000	0	100.00	0.00
Total	4250000	2067540	48.65	2067540	0	100.00	0.00

For KHATOR FIBRE & FABRICS LIMITED


KAILASH KHATOR
MANAGING DIRECTOR



FORM NO. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the
Companies (Management and Administration) Rules, 2014]

To,
Mr. Kailash Khator, Managing Director,
29th Annual General Meeting of the Equity Shareholders of Khator Fibre And Fabrics Limited,
Held on Monday, September 28, 2015 at 1.00 Noon at
Hotel Imperial, Arvind Marg, M. I. Road,
Jaipur, Rajasthan-302 001.

Dear Sir,

I, Mr. Pradip Shah, Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 29th Annual General Meeting of the equity shareholders of Khator Fibre And Fabrics Limited held on Monday, September 28, 2015 at 1.00 noon at Hotel Imperial, Arvind Marg, M. I. Road, Jaipur, Rajasthan-302 001, for the purpose of scrutinizing the E Voting process and Physical Voting by Ballot papers at the general meeting in a fair and transparent manner and ascertaining the requisite majority on E Voting and Physical Voting carried out as per clause 35B of the Listing Agreement, the provisions of Companies Act, 2013 and rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-voting period remained open from 9.00 A.M. on Friday, September 25, 2015 to Sunday, September 27, 2015 at 5.00 P.M.
2. The notice was sent to all the Members, whose names appeared in the Register of Members as on 28th August, 2015 (Cutoff date: 21st September, 2015 who were entitled to vote on the proposed 6 (six) resolutions as mentioned in the Notice of the 29th Annual General Meeting of "Khator Fibre And Fabrics Limited" (Item No. 1 (One) to 6 (Six) of the Notice of the 29th Annual General Meeting of Khator Fibre And Fabrics Limited).
3. After the time fixed for closing of the poll by Mr.Kailash Khator, Managing Director, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.



5. The votes were unblocked on September 28, 2015 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela working with M/s. P. P. Shah & Co., Practicing Company Secretaries and Ms. Pooja Mittal working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.
6. No poll paper was found invalid.
7. The Results of the voting are as under:

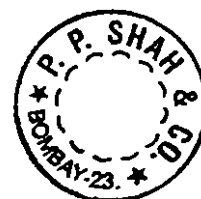
Ordinary Business:

a. RESOLUTION NO. 1

Ordinary Resolution No. 1 – Adoption of Financial Statements for the year ended 31st March, 2015 and the Reports of the Board of Directors and the Auditors thereon:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2067540	100.00	0	0.00	2067540	100.00	0	0.00	2067540
Total No. of Ballots/ E-voters	50	100.00	0	0.00	50	100.00	0	0.00	50

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – Re-appointment of Mr. Kailash Khator (DIN 00044376) , who retires by rotation and being eligible, offers himself for re-appointment:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2067540	100.00	0	0.00	2067540	100.00	0	0.00	2067540
Total No. of Ballots/ E-voters	50	100.00	0	0.00	50	100.00	0	0.00	50



c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – Re-Appointment M/s. S. R. Goyal and Co., Chartered Accountants as Statutory Auditors:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2067540	100.00	0	0.00	2067540	100.00	0	0.00	2067540
Total No. of Ballots/ E-voters	50	100.00	0	0.00	50	100.00	0	0.00	50

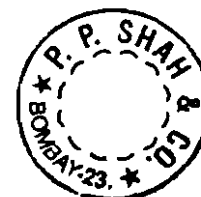
SPECIAL BUSINESS

d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – Re-appointment and payment of remuneration to Mr. Kailash Khator (DIN 00044376) as Managing Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2067540	100.00	0	0.00	2067540	100.00	0	0.00	2067540
Total No. of Ballots/ E-voters	50	100.00	0	0.00	50	100.00	0	0.00	50

e. RESOLUTION NO. 5

Ordinary Resolution No. 5 – Re-appointment and payment of remuneration to Mr. Arvind Khator (DIN 00044354) as Whole-Time Director:									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2067540	100.00	0	0.00	2067540	100.00	0	0.00	2067540
Total No. of Ballots/ E-voters	50	100.00	0	0.00	50	100.00	0	0.00	50



f. RESOLUTION NO. 6

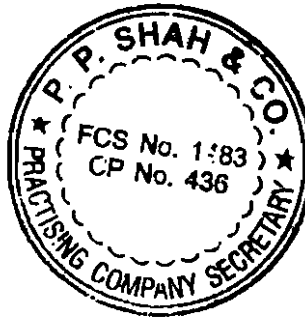
Ordinary Resolution No. 6 – Re-appointment and payment of remuneration to Mr. Ashok Khator (DIN 00044325) as Whole-time Director designated as Chief Financial Officer(CFO):									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	2067540	100.00	0	0.00	2067540	100.00	0	0.00	2067540
Total No. of Ballots/ E-voters	50	100.00	0	0.00	50	100.00	0	0.00	50

8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to Mr. Kailash Khator, Managing Director authorized by the Board for safe keeping.
10. The consolidated result of the votes cast (by E-Voting and by poll) is provided as Annexure 1 to this report.

Thanking You,
Yours Faithfully,
For P P Shah & Co.,
Practising Company Secretaries

Pradip C. Shah

Pradip Shah
Partner
Place: Mumbai
Date: September 29, 2015



Annexure – 1

Consolidated result of voting (by E-voting and Poll) for resolution numbers 1 to 6 of the notice of the 29th Annual General Meeting of “Khator Fibre And Fabrics Limited” held on Monday, September 28, 2015 at 1.00 Noon.

Res oln No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	E-voting	Poll	Total	E-voting	Poll	Total	%	E- voting	Poll	Total	%
1	1880465	187075	2067540	1880465	187075	2067540	100	0	0	0	0
2	1880465	187075	2067540	1880465	187075	2067540	100	0	0	0	0
3	1880465	187075	2067540	1880465	187075	2067540	100	0	0	0	0
4	1880465	187075	2067540	1880465	187075	2067540	100	0	0	0	0
5	1880465	187075	2067540	1880465	187075	2067540	100	0	0	0	0
6	1880465	187075	2067540	1880465	187075	2067540	100	0	0	0	0

