



# DHANLAXMI COTEX LIMITED

285, PRINCESS STREET, JHAVAR HOUSE,  
2ND FLOOR, MUMBAI - 400 002. • PHONE : 022-4976 4268  
E-mail : dcotex1987@gmail.com / accounts@dcl.net.in  
Website : www.dcl.net.in  
CIN : L51100MH1987PLC042280

**Date: June 10, 2024**

**To,**  
**The Bombay Stock Exchange Ltd**  
Corporate Relationship Dept,  
1<sup>st</sup> Floor, New Trading Ring,  
Rotunda Building, P. J. Towers,  
Dalal Street, Fort, Mumbai – 400 001

**Ref: BSE Scrip Code: 512485**  
**Sub: Outcome of Board Meeting**

**Dear Madam/ Sir,**

In terms of Regulation 30 & 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, this is to inform that the Meeting of the Board of Directors of **M/s. Dhanlaxmi Cotex Limited** was held today on **10<sup>th</sup> June, 2024, Monday** at the registered office of the Company at 285, C.J. House, 2<sup>nd</sup> Floor, Princess Street, Mumbai - 400002 at 12.30 p.m. and concluded at 03.15 p.m. The Board has interalia, considered, approved and taken on record as follows:

1. Appointment of Mr. Mahesh S. Jhawar (DIN: 00002908) as a Managing Director of the Company in terms of Section 203 of the Companies Act, 2013, whose ceases to be the Whole Time Director of the Company w.e.f. 16<sup>th</sup> June, 2024 upon completion of his term.
2. Appointment of Mrs. Rajni Rajgarhia (DIN: 00975471) as an Additional Director (Non-Executive Non- Independent) of the Company.
3. Appointment of M/s. DAC & Co., Chartered Accountants as a Statutory Auditors of the Company for the period of 5 years to fill casual vacancy cause due to resignation of M/s. Gohel & Associates LLP.
4. Re-appointment of Ms. Niyati Shah (DIN: 02171577) as a Non-Executive-Independent Director for a second term of five years, i.e., from 09.08.2024 to 08.08.2029.
5. Re-classification of the Promoter and Promoter Group to Public Category as per Regulation 31A of SEBI (LODR) Regulations, 2015, subject to necessary approvals.
6. Calling of Postal Ballot of the Company for seeking members' approval.
7. Approved calendar of events in connection with Postal Ballot.
8. Appointment of Mr. Pankaj Trivedi (A15301) as Scrutinizer for monitoring E-voting process for proposed Postal Ballot in fair and transparent manner and authorisation to Mr. Mahesh Jhawar / Arti Jain, Director /KMP to be responsible for the entire poll process.



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We request you to kindly take the above information on record for the purpose of dissemination to the Shareholders of the Company.

Thanking You.

Yours Faithfully,

**For Dhanlaxmi Cotex Limited**

MAHESH SOHANLAL  
JHAWAR  
Date: 2024.06.10  
15:19:14 +05'30'

**Mahesh S. Jhavar**  
**(Whole Time Director)**  
**DIN: 00002908**  
**Place: Mumbai**



**Encl:**

1. Brief Profile of Mr. Mahesh S. Jhavar (DIN: 00002908) as a Managing Director
2. Brief profile of Mrs. Rajni Rajgarhia (DIN: 00975471) as an Additional Director (Non-Executive Non-Independent).
3. Brief profile of M/s. DAC & Co., Chartered Accountants as a Statutory Auditors.
4. Brief Profile of Ms. Niyati Shah (DIN: 02171577) as a Non-Executive-Independent Director.
5. Calendar of Events for postal ballot



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Rotunda Building, P. J. Towers,  
Dalal Street, Fort, Mumbai – 400 001

**Ref: BSE Scrip Code: 512485**

**Sub: Sub: Intimation pursuant to Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof- Reg**

**Dear Madam/ Sir,**

This is to inform that the Board of Directors at its meeting held on today 10<sup>th</sup> June, 2024, has considered and approved the request letters received from the following Persons belonging to Promoter Group, for reclassifying them from 'Promoter Group' to 'Public Category' shareholder.

Sr. No.	Name of Persons/PAC	No. of Shares	Percentage
1.	Ramautar Sohanlal Jhawar	Nil	Nil
2.	Kamla Ramautar Jhawar	Nil	Nil
3.	Ramautar Sohanlal Jhawar HUF	Nil	Nil
4.	Vinit Ramautar Jhawar	Nil	Nil
5.	Sohanlal Jhawar HUF	Nil	Nil
6.	Dhanlaxmi Export Fabric LLP	Nil	Nil
7.	Jasoda Tracon LLP	Nil	Nil

The approval of the Board of Directors towards reclassification is subject to the approval of the member of Company and other regulatory authorities, if any, in terms of Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and amendments thereof.

We herewith enclose the certified extract of the minutes / Resolution of the Board meeting held on June 10, 2024 for your kind perusal pursuant to Regulation 31A(8)(b) Regulation 31A of SEBI (LODR) Regulations, 2015 as amended.

We request you to kindly take the same on record.

Thanking You.

Yours Faithfully,

**For Dhanlaxmi Cotex Limited**

MAHESH

SOHANLAL

JHAWAR

**Mahesh S. Jhawar**

**(Whole Time Director)**

**DIN: 00002908**

**Place: Mumbai**

Digitally signed by  
MAHESH SOHANLAL  
JHAWAR  
Date: 2024.06.10  
15:21:14 +05'30'





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## **EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF DHANLAXMI COTEX LIMITED HELD ON 10<sup>TH</sup> JUNE, 2024, MONDAY AT ITS REGISTERED OFFICE OF THE COMPANY AT 285, C.J. HOUSE, 2ND FLOOR, PRINCESS STREET, MUMBAI - 400002 AT 12.30 P.M. AND CONCLUDED AT 03.15 P.M.**

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### **TO CONSIDER AND APPROVE THE REQUESTS RECEIVED FROM PERSON FALLING UNDER PROMOTER GROUP FOR RE-CLASSIFICATION FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY.**

The Board was informed that Person Falling Under Promoter Group had vide their letters dated 3<sup>rd</sup> June, 2024 requested the Company for re-classifying them from "Promoter Group Category" to "Public Category". The said requests were placed before the Board for their approval.

The persons falling under Promoter Group requesting reclassification, has specifically mentioned in the application that they are satisfying all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and also confirmed that at all times from the date of reclassification, they shall continue to comply with conditions mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 (as amended) post reclassification from "Promoter Group" to "Public".

In view of the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015 as amended and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub-regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015, the members of the Board are of the view that applications for reclassification from Promoter Group Category to Public Category be accepted and placed before the approval of Shareholders in proposed postal ballot and subject to necessary clearance and approval from the BSE as and when required.

Members of the Board then passed the following resolutions unanimously.

**"RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time and subject to approval of the Shareholders and from the BSE Limited, (herein after referred to as stock exchanges), and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the Board of Directors be and is hereby accorded to reclassify the following persons named in table below from "Promoter / Promoter Group / PACs" Shareholder Category to "Public" Shareholder Category:



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Sr. No.	Name of Persons/PACs	No. of Shares held in Company	Percentage of holding in Company
1.	Ramautar Sohanlal Jhawar	Nil	Nil
2.	Kamla Ramautar Jhawar	Nil	Nil
3.	Ramautar Sohanlal Jhawar HUF	Nil	Nil
4.	Vinit Ramautar Jhawar	Nil	Nil
5.	Sohanlal Jhawar HUF	Nil	Nil
6.	Dhanlaxmi Export Fabric LLP	Nil	Nil
7.	Jasoda Tracon LLP	Nil	Nil


**“RESOLVED FURTHER THAT** approval be and is hereby given to the Company to seek shareholders' approval through postal ballot in relation to the re-classification in accordance with Regulation 31A (3)(a)(ii) of the Listing Regulations and the Company is hereby authorized to take all necessary steps in this regard.”

**“RESOLVED FURTHER THAT** the above applicants confirmed that all the conditions specified in sub clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public" Category.”

**“RESOLVED FURTHER THAT** on approval of the Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification / changes in the statement of Shareholding Pattern on immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

**“RESOLVED FURTHER THAT** Mr. Mahesh Sohanlal Jhawar, Managing Director and his absence any other Director and Mrs. Arti Jain, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.

**For Dhanlaxmi Cotex Limited**

  
**Mahesh S. Jhawar**  
**(Whole Time Director)**  
**DIN: 00002908**  
**Place: Mumbai**  
**Date: 10.06.2024**





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**CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED BY BOARD OF DIRECTORS OF DHANLAXMI COTEX LIMITED AT THEIR MEETING HELD ON 10<sup>TH</sup> JUNE, 2024, MONDAY AT ITS REGISTERED OFFICE OF THE COMPANY AT 285, C.J. HOUSE, 2ND FLOOR, PRINCESS STREET, MUMBAI - 400002 AT 12.30 P.M. AND CONCLUDED AT 03.15 P.M.**

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**TO CONSIDER AND APPROVE THE REQUESTS RECEIVED FROM PERSON FALLING UNDER PROMOTER GROUP FOR RE-CLASSIFICATION FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY.**

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The persons falling under Promoter Group requesting reclassification, has specifically mentioned in the application that they are satisfying all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and also confirmed that at all times from the date of reclassification, they shall continue to comply with conditions mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 (as amended) post reclassification from "Promoter Group" to "Public".

In view of the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015 as amended and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub-regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015, the members of the Board are of the view that applications for reclassification from Promoter Group Category to Public Category be accepted and placed before the approval of Shareholders in proposed postal ballot and subject to necessary clearance and approval from the BSE as and when required.

Members of the Board then passed the following resolutions unanimously.

**"RESOLVED THAT** pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time and subject to approval of the Shareholders and from the BSE Limited, (herein after referred to as stock exchanges), and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the Board of Directors be and is hereby accorded to reclassify the following persons named in table below from "Promoter / Promoter Group / PACs" Shareholder Category to "Public" Shareholder Category:



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2.	Kamla Ramautar Jhawar	Nil	Nil
3.	Ramautar Sohanlal Jhawar HUF	Nil	Nil
4.	Vinit Ramautar Jhawar	Nil	Nil
5.	Sohanlal Jhawar HUF	Nil	Nil
6.	Dhanlaxmi Export Fabric LLP	Nil	Nil
7.	Jasoda Tracon LLP	Nil	Nil


**“RESOLVED FURTHER THAT** approval be and is hereby given to the Company to seek shareholders' approval through postal ballot in relation to the re-classification in accordance with Regulation 31A (3)(a)(ii) of the Listing Regulations and the Company is hereby authorized to take all necessary steps in this regard.”

**“RESOLVED FURTHER THAT** the above applicants confirmed that all the conditions specified in sub clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public" Category.”

**“RESOLVED FURTHER THAT** on approval of the Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification / changes in the statement of Shareholding Pattern on immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

**“RESOLVED FURTHER THAT** Mr. Mahesh Sohanlal Jhawar, Managing Director and his absence any other Director and Mrs. Arti Jain, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.

**For Dhanlaxmi Cotex Limited**

  
**Mahesh S. Jhawar**  
**(Whole Time Director)**  
**DIN: 00002908**  
**Place: Mumbai**  
**Date: 10.06.2024**

**MAHESH**  
**SOHANLAL**  
**JHAWAR**  
Digitally signed by  
MAHESH  
SOHANLAL JHAWAR  
Date: 2024.06.10  
15:21:53 +05'30'

