



# DHANLAXMI COTEX LIMITED

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Website : www.dcl.net.in  
• CIN : L51100MH1987PLC042280

**Date: 26.06.2021**

**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: Annual Secretarial Compliance Report for the year ended March 31, 2021  
as per Regulation 24A of SEBI (Listing Obligations and  
Disclosure Requirements) Regulations, 2015**

We are enclosing herewith the Annual Secretarial Compliance Report in terms of Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the year ended March 31, 2021 issued by M/s. Pankaj Trivedi & Co., Company Secretary in Practice.

Kindly take this on record and acknowledge receipt of the same.

Thanking You  
Yours Faithfully  
**For Dhanlaxmi Cotex Limited**

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



**Encl: a/a**

**Secretarial Compliance Report**

**(Under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,

**Dhanlaxmi Cotex Limited**

285, Chatrabhuj Jivandas House,

2<sup>nd</sup> Floor, Princess Street,

Mumbai - 400002, Maharashtra

I, Pankaj Trivedi have examined:

1. All the documents and records made available to me and explanation provided by **M/s. Dhanlaxmi Cotex Limited**. ("the listed entity"),
2. The filings/ submissions made by the listed entity to the stock exchanges,
3. Website of the listed entity,
4. Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31<sup>st</sup> March, 2021** ("Review Period") in respect of compliance with the provisions of :
  - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
  - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the year under review.**
- (v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable for the year under review.**
- (vi) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the year under review.**
- (vii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the year under review.**

*P. Trivedi*



- (viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (ix) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;
- (x) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 and circulars/ guidelines issued thereunder;
- (xi) Other regulations as applicable and circulars/ guidelines issued thereunder and based on the above examination.

I hereby report that, during the review period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
1	Regulation 31(4) of SEBI (SAST), Regulations, 2011; the company need to submit Declaration of non-encumbrance of shares on promoters holding as on year end.	The Company was required to furnish said declaration on or before 01 <sup>st</sup> June, 2020.	The Company has submitted the same on 29 <sup>th</sup> June, 2020, the reason for delay is mainly due to challenges posed by COVID pandemic.
2	SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 : If the auditor resigns after 45 days from the end of a quarter of a financial year, then the auditor shall, before such resignation, issue the limited review/ audit report for such quarter as well as the next quarter.	The resigning auditors M/s. R. Soni & Co., had resigned on 31.07.2020 and not issued the Limited review certificate for quarter ended 30.06.2020 and same has been taken from new Statutory Auditors M/s. M/s. Gohel & Associates LLP.	The Company had taken the Limited Review Report M/s. M/s. Gohel & Associates LLP as the resigning auditor had denied for reviewing the Financials for quarter ended 30.06.2020 and issue Limited Report.

As informed by the management I further want to report that upon resignation of M/s. R. Soni & Co., the Company has appointed M/s. 28<sup>th</sup> August, 2020 has appointed M/s. K.R. Sanghavi & Associates, Chartered Accountants, (FRN: 116293W) as a Statutory Auditors of the company in place of M/s. R. Soni & Co. The Company had appointed M/s. Gohel & Associates LLP as Statutory Auditors and replaced M/s. K.R. Sanghavi & Associates on 05<sup>th</sup> September, 2020 due rectify the defect in made in appointment of M/s. K.R. Sanghavi & Associates, because they did not hold valid peer review certificate and fact has been communicated by auditors post to their appointment.

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	-	-	-	



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	SEBI/Cir/ISD/3/2011 dated June 17, 2011, the entire holdings of the Promoters are needed to be in demat form only.  However out of total promoters holding of 31,94,055 equity shares, 100 equity shares are still held in physical mode as on 31st March, 2020.	2019-20	During the year dematerialisation of those 100 share has be made.	The Company has resolved the matter.
2	Regulation 33(3)(a) and 33(3)(c)(i) of SEBI (LODR) Regulations 2015 and subsequent to amended Circular No. DCS/COMP12812016-17 dated 30.03.2017 w.e.f. April 01, 2017 onwards; all listed entities would be required to make their filings in respect of Financial Results in XBRL mode within 24 hours of submission of results in PDF mode.  However The Company has not made filing in respect of Unaudited Financial Results for the half year ended 30.09.2019 in XBRL mode within 24 hours of submission of results in PDF mode.	2019-20	The company had submitted the Unaudited Financial Results in XBRL mode on 04.12.2019 and again on 01.01.2020 upon receipt of discrepancy email from the exchange.  However the Company has taken utmost care during the year under review and no such delay has been made in reporting during the year under review.	The Company had submitted the same with delay in last year and during the year under review the Company has acted vigilantly and took utmost care and no such delay has been made in reporting.
3	There was no deviation but Company had submitted Corporate Governance Report under Regulation 27(2) of the SEBI (LODR) Regulations, 2015 for quarter ended June, 2019 thrice due to clerical errors in first two	2019-20	The Company had submitted the original CG Report on 09.07.2019 for quarter ended June, 2019 which was resubmitted twice then on 11.07.2019 and finally 31.08.2019 due to clerical errors in submissions.	During the year under review the Company has acted vigilantly and took utmost care in preparation and submission of CG report.

*IN-Case*



	submissions.		However the Company has taken utmost care during the year under review and no such mistakes has been made in reporting during the year under review.	
4	There was no deviation but Company had submitted twice Shareholding Pattern under Regulation 31 of SEBI (LODR) Regulations, 2015 for the quarter ended March, 2019 and September, 2019 upon receipt of Discrepancy from the exchange.	2019-20	<p>The Company had submitted the original SHP on 11.04.2019 for the quarter ended March, 2019; which was rectified and submitted again on 03.05.2019 AND SHP for quarter ended 30.09.2019 originally submitted on 19.10.2019 and rectified on 16.01.2020 upon receipt of Discrepancy from the exchange.</p> <p>However the Company has taken utmost care during the year under review and ensured no such unnecessary clerical mistakes.</p>	During the year under review the Company has acted vigilantly and took utmost care in preparation and submission of Shareholding Pattern.

**For Pankaj Trivedi & Co.,**  
**Practicing Companies Secretaries**  
**ACS No.: 30512 | C P No.: 15301**

*Pankaj Trivedi*

**Pankaj Trivedi**  
**(Proprietor)**  
**UDIN: A030512C000522740**



**Place: Mumbai**  
**Date: 26/06/2021**