



# 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: 29/09/2023

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

**BSE Scrip Code: 512485**

**Sub: Submission of Outcome and Scrutinizer's Report alongwith details of Voting Results of the 37<sup>th</sup> AGM of the Company scheduled and held on 29<sup>th</sup> September, 2023 at 11.30 a.m. through VC/OAVM, pursuant to Regulation 44 of SEBI (LODR) Regulations, 2015**

Dear Sir/Madam,

This is to inform that the 37<sup>th</sup> Annual General Meeting of the Company was held on 29<sup>th</sup> September, 2023 at 11.30 a.m. through Video Conferencing /Other Audio-Visual Means and concluded on the same day at around 11.57 a.m. Kindly note that the AGM proceedings have been submitted separately to the exchange.

Pursuant to Regulation 44 readwith Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the following:

- (i) Details of voting results through remote e-voting and at the AGM on each of the resolutions set out in the notice;
- (ii) Consolidated Scrutinizers' Report dated 29<sup>th</sup> September, 2023 on remote e-voting and at the AGM.

The above results are uploaded and available on the website of the company at [www.dcl.net.in](http://www.dcl.net.in).

I, the undersigned request your good office to take this on record.

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

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



Encl: a/a

**CC to**  
**Central Depository Services (India) Ltd**  
305-A, A-Wing, Marathon Futurex,  
Mafatal Mills Compound, N.M. Joshi Marg,  
Lower Parel, Mumbai - 400013



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Date of AGM	29 <sup>th</sup> September, 2023
Record date Cut Off date	22 <sup>nd</sup> September, 2023
Total number of Shareholders on record date:	1,821
No. of shareholders present in the meeting either in person or through proxy*: (Based on shareholders registering attendance)	
(a) Promoter & Promoter group	N.A.
(b)Public	N.A.
No. of shareholders attended the meeting through Video Conferencing:	
(a) Promoter & Promoter group	2
(b)Public	26
No. of resolution passed in the meeting	3

## Agenda - Wise disclosure

Resolution required / Type: (Ordinary)			Resolution No. 1: To receive consider and adopt the Annual Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and 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.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter & Promoter group	E-Voting	33,30,568	33,30,568	100%	3330568	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>33,30,568</b>	<b>3330568</b>	<b>100%</b>	<b>3330568</b>	<b>0</b>	<b>100%</b>
Public – Institutional Holders	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public - Non Institutions	E-Voting	15,40,782	2,36,823	15.37%	2,36,823	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>15,40,782</b>	<b>2,36,823</b>	<b>15.37%</b>	<b>2,36,823</b>	<b>0</b>	<b>100%</b>
<b>Total</b>		<b>48,71,350</b>	<b>35,67,391</b>	<b>73.23%</b>	<b>35,67,391</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
Whether resolution is Pass or Not.						Yes		





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Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public – Non Institutions	0

Resolution required / Type: (Ordinary)			Resolution No. 2 : To appoint a Director in place of Mrs. Payal Ankur Bankda (DIN: 09483787) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter & Promoter group	E-Voting	33,30,568	33,30,568	100%	3330568	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>33,30,568</b>	<b>3330568</b>	<b>100%</b>	<b>3330568</b>	<b>0</b>	<b>100%</b>
Public - Institutional Holders	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public - Non Institutions	E-Voting	15,40,782	2,36,823	15.37%	2,36,823	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>15,40,782</b>	<b>2,36,823</b>	<b>15.37%</b>	<b>2,36,823</b>	<b>0</b>	<b>100%</b>
<b>Total</b>		<b>48,71,350</b>	<b>35,67,391</b>	<b>73.23%</b>	<b>35,67,391</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
<b>Whether resolution is Pass or Not.</b>						<b>Yes</b>		

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0



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Resolution required / Type: (Ordinary)			Resolution No. 3: To Approve Scheme of Loan to Whole Time Directors / Managing Director of the Company.					
Weather Promoter / Promoter group are interested in the agenda/ Resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of Votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		1	2	(3)=[(2)/(1)] *100	4	5	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter & Promoter group	E-Voting	33,30,568	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>33,30,568</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public - Institutional Holders	E-Voting	0	0	0.00%	0	0	0.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>
Public - Non Institutions	E-Voting	15,40,782	2,36,823	15.37%	2,36,823	0	100%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot (if applicable)		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>15,40,782</b>	<b>2,36,823</b>	<b>15.37%</b>	<b>2,36,823</b>	<b>0</b>	<b>100%</b>
<b>Total</b>		<b>48,71,350</b>	<b>2,36,823</b>	<b>4.86%</b>	<b>2,36,823</b>	<b>0</b>	<b>100%</b>	<b>0.00%</b>
<b>Whether resolution is Pass or Not.</b>					<b>Yes</b>			

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	0

Yours faithfully,  
For Dhanlaxmi Cotex Limited

Mahesh S. Jhawar  
(Whole Time Director)  
DIN: 00002908  
Place: Mumbai  
Date: 29.09.2023





**Pankaj Trivedi**

**B.Com, CS, LLB**

**Mob: 9224174118**

**Email: [pankajtrivedicsllb@gmail.com](mailto:pankajtrivedicsllb@gmail.com)**

**PANKAJ TRIVEDI & Co.**

**Practicing Company Secretaries**

**A/601, Maitri Residency, Liberty Garden**

**Road No.1, Opp. Trimurti Tower, Malad**

**(West), Mumbai – 400064**

**Dated: 29<sup>th</sup> September, 2023**

**To,**

**The Chairman**

**Dhanlaxmi Cotex Limited**

285, Chatrabhuj Jivandas House,

2nd Floor, Princess Street,

Mumbai - 400002

## **SCRUTINIZER'S REPORT**

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

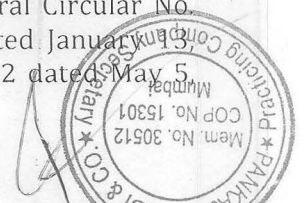
Dear Sir,

I, Pankaj Trivedi, Company Secretary in Practice (Membership No. 30512, COP: 15301), Proprietor of M/s. Pankaj Trivedi & Co., have been appointed as the scrutinizer by the Board in their Board meeting held on 14<sup>th</sup> August, 2023 for the purpose of scrutinizing the process of remote e-voting and electronic voting conducted during the Annual General Meeting ("AGM") pursuant to the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) for the 37<sup>th</sup> Annual General Meeting of the Company held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") on **Friday, September 29, 2023 at 11.30 a.m. IST**. Where the following items were transacted.

<b>Resolution No.</b>	<b>Type of Resolution</b>	<b>Particulars</b>
1	Ordinary Resolution	To receive consider and adopt the Annual Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and 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	Ordinary Resolution	To appoint a Director in place of Mrs. Payal Ankur Bankda (DIN: 09483787) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment.
3	Special Resolution	To Approve Scheme of Loan to Whole Time Directors / Managing Director of the Company and to consider and if thought fit, to pass with or without modification(s)

I, submit report as under:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 followed by General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 5,

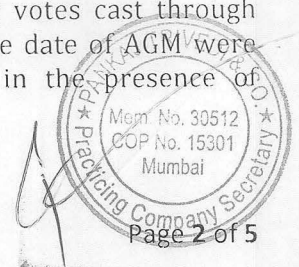


2022 and Circular No. 10/2022 dated December 28, 2022 and all other relevant circulars issued by the Ministry of Corporate Affairs from time to time (**collectively referred to as "MCA Circulars"**) has permitted the holding of the AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) without the physical presence of the Members at a common venue. The Securities Exchange Board of India ("SEBI") vide its Circular dated January 15, 2021 read with SEBI Circulars dated May 13, 2022 and January 05, 2023 (**collectively referred to as "SEBI Circulars"**) has granted relaxations in respect of sending physical copies of Annual Reports to shareholders and requirement of proxy for general meetings held through electronic mode. In compliance with the provisions of Companies Act, 2013, (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and the above circulars the 32nd Annual General Meeting of the Company was held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Friday, September 29, 2023 at 11.30 a.m. IST

Further as confirmed by the Company the Notice of the AGM along with the Annual Report 2022-23 is being sent on or before 07.09.2023 only through electronic mode to those Members whose e-mail addresses are registered with the Company, RTA or CDSL / NSDL ("Depositories") and also been uploaded on the website of the Company.

The Company had published an advertisement about the completion of dispatch of Notice of the 37<sup>th</sup> Annual General Meeting in '**Business Standard**' (English Daily) and '**Mumbai Lakshadeep**' (Marathi Regional Daily) on 7<sup>th</sup> September, 2023.

2. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-Voting (which includes remote e-Voting and the voting through electronic voting system during the AGM) on the resolutions proposed in the Notice calling the 37<sup>th</sup> AGM of the Company was the responsibility of the management. My responsibility as a Scrutinizer was to ensure that the e-voting process is conducted in a fair and transparent manner and submit Scrutinizer's Report to the Chairman on the above mentioned resolutions in connection with total votes cast in favour or against if any, based on the reports generated from the electronic voting system.
3. The e-voting facility both for e-voting prior to the AGM (remote e-voting) and the electronic voting at the AGM was availed from and provided by Central Depository Services (India) Limited (CDSL).
4. Voting rights were reckoned as on 22<sup>nd</sup> September, 2023 being the **Cut-off date** for the purpose of determining the entitlements of members at the remote e-voting and voting during the AGM.
5. The remote e-voting platform was open from 09.00 a.m. IST on **Tuesday, September 26, 2023** and closed at 05.00 p.m. IST on **Thursday, September 28, 2023**. The members were required to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the remote e-voting platform provided by Central Depository Services (India) Limited (CDSL).
6. The facility to vote through electronic voting system as stated in point 3 above had been provided to facilitate voting for those Members who were present during the Meeting through VC/OAVM and had not cast their votes through remote e-voting.
7. After the closure of the voting by electronic means at the AGM, the votes cast through electronic voting at the AGM and through remote e-voting prior to the date of AGM were unblocked on Friday, September 29, 2023 at around 12.28 p.m. in the presence of

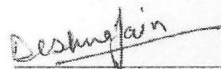




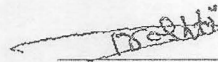
two witnesses viz., Ms. Deshna Jain and Ms. Drashti Panchal who are not in the employment of the Company, on the e-voting website of CDSL (<https://www.evotingindia.com/>).

8. As per attendance report downloaded from the e-voting website of Central Depository Services (India) Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com) and attendance report as per zoom link shared by the CDSL for Directors, KMPs and Speaker Shareholders, total 28 members had joined the AGM.
9. Based on report downloaded as mentioned from the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com). I observed that total 29 members have cast their votes in favour of agenda no. 1 and 2 and 27 members in favour of agenda no. 3. No members have cast their votes in against of Agenda no. 1, 2 and 3 through remote e-voting. Further No member had cast their votes during the AGM.
10. I hereby submit a Consolidated Scrutinizer's Report pursuant to rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice of the aforesaid 37<sup>th</sup> AGM based on the scrutiny of remote e-voting and the electronic voting during the AGM and votes cast therein based on the data downloaded from the electronic voting system of Central Depository Services (India) Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. The consolidated results with respect to the items on the agenda as set out in the Notice of the 37<sup>th</sup> AGM are as under.

We the undersigned witnesseth that the votes were unblocked from the e-voting website of the Central Depository Services (India) Limited (CDSL) i.e. [www.evotingindia.com](http://www.evotingindia.com) in our presence on Friday, September 29, 2023 at 12.28 p.m.



Deshna Jain  
(Witness-1)



Drashti Panchal  
(Witness-2)



## THE CONSOLIDATED RESULT FOR VOTES CAST:

Resolution No.1: To receive consider and adopt the Annual Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and 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 (Ordinary Resolution)

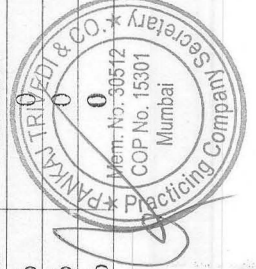
Means of Voting	Number of members voted	No. of Total Votes	Number of Votes cast in "Favour" of resolution	% of total number of votes cast in Favour	Number of votes cast "Against" the resolution	% of total number of votes cast Against	Total number of votes declared invalid	% of total number of invalid votes
Remote E-Voting	29	35,67,391	35,67,391	100%	0	0.00%	0	0.00%
Voting at AGM	0	0	0	0.00%	0	0.00%	0	0.00%
<b>Total</b>	<b>29</b>	<b>35,67,391</b>	<b>35,67,391</b>	<b>100%</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>

Resolution No.2: To appoint a Director in place of Mrs. Payal Ankur Bankda (DIN: 09483787) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers herself for re-appointment. (Ordinary Resolution)

Means of Voting	Number of members voted	No. of Total Votes	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
Remote E-Voting	29	35,67,391	35,67,391	100%	0	0.00%	0	0.00%
Voting at AGM	0	0	0	0.00%	0	0.00%	0	0.00%
<b>Total</b>	<b>29</b>	<b>35,67,391</b>	<b>35,67,391</b>	<b>100%</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>

Resolution No.3: To Approve Scheme of Loan to Whole Time Directors / Managing Director of the Company. (Special Resolution)

Means of Voting	Number of members voted	No. of Total Votes	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
Remote E-Voting	27	2,36,823	2,36,823	100%	0	0.00%	0	0.00%
Voting at AGM	0	0	0	0.00%	0	0.00%	0	0.00%
<b>Total</b>	<b>27</b>	<b>2,36,823</b>	<b>2,36,823</b>	<b>100%</b>	<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0.00%</b>





**Note:**

1. Percentage of votes cast in favour or against the resolutions is calculated based on the Valid Votes cast through Remote E-Voting and through electronic voting at the AGM.
2. The votes are considered invalid on account of abstained from voting or voting for lesser number of shares than actually held as on the cut-off date.

All the Resolutions mentioned in the AGM Notice dated 14<sup>th</sup> August, 2023 as per the details above stand passed under Remote E-voting and voting conducted at AGM by way of electronic means with the requisite majority and hence deemed to be passed as on the date of the AGM.

I hereby confirm that I am maintaining the soft copy of the Registers received from the Service Provider (CDSL) in respect of the votes cast through Remote E-Voting and voting conducted at AGM by way of electronic means by the Members of the Company. All other relevant records relating to Remote E-voting and voting conducted at the AGM by way of Electronic means are under my safe custody and will be handed over to the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,  
**For Pankaj Trivedi & Co.,**  
**UDIN: A030512E001123461**  
**PRN: S2016MH374500**



*Pankaj Trivedi*  
**Pankaj Trivedi**  
**(Proprietor)**  
**CP No. 15301 | Mem No. 30512**  
**Place: Mumbai**  
**Date: 29/09/2023**

Received with thanks by

\_\_\_\_\_  
**Mr. Mahesh S. Jhavar**  
**(Whole Time Director)**  
**DIN: 00002908**  
**Place: Mumbai**  
**Date: 29/09/2023**