



# 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: 28/05/2024**

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

**BSE Scrip Code: 512485**


**Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024 as per Regulation 24A of SEBI (LODR) Regulations, 2015**

Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Certificate issued by M/s. Pankaj Trivedi & Co., Practicing Company Secretaries for the financial year ended on March 31, 2024 under Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly take the same on record.

Thanking You  
Yours Faithfully

**For Dhanlaxmi Cotex Limited**

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



**Encl: a/a**

**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

**Secretarial Compliance Report of Dhanlaxmi Cotex Limited**  
**For the year ended March 31, 2024**  
**(Under Regulation 24A of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)**

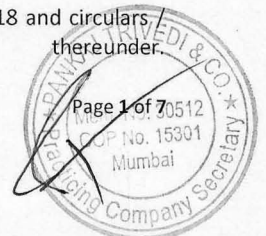
To,  
**Dhanlaxmi Cotex Limited**  
285, Chatrabhuj Jivandas House,  
2<sup>nd</sup> Floor, Princess Street,  
Mumbai - 400002, Maharashtra

I, Pankaj Trivedi, Proprietor of M/s. Pankaj Trivedi & Co. 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, 2024** ("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:-

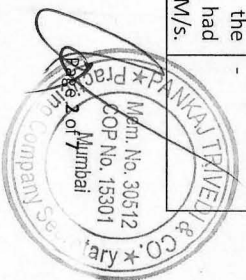
- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the year under review.**
- (iii) Securities and Exchange 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 & Sweat Equity) Regulations, 2021; **Not Applicable for the year under review.**
- (vi) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the year under review.**
- (vii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder.
- (viii) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018 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)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Designated persons and their immediate relatives shall not trade in securities of the Company when the trading window is closed.	In terms of Companies' Code for trading by Insiders and Regulation 9 of the SEBI (PIT) Regn, 2015, as amended with minimum standards for Code of Conduct [for Listed Cos.] to Regulate, Monitor and Report Trading by [Designated Persons]	The 10,100 shares have been gifted to Mr. Mahesh Jhawar from Mrs. Usha Kasat (Sister) on 23.01.2024 when the trading window of the Company was closed and reporting of such transaction was not made.	No Action is taken by any authority	No Action is taken by any authority	The off market transaction of 10,100 shares of the Company was executed on 23.01.2024 between Mr. Mahesh Jhawar and her sister Mrs. Usha Kasat, as gift to Mahesh Jhawar, when the trading window was closed by the Company until the declaration of UFR for quarter ended 31.12.2023.	-	Designated persons and their immediate relatives are advised not to trade in securities of the Company when the trading window of the Company is closed.	The transaction was off-market and in form of gift. The value of transaction was Nil (i.e. below 10 lacs) and 0.21% of the Capital of the Company. Hence no reporting was required and made for this transaction under PIT and SAST Regulations.	-
2	In terms of Regn 33(1)(d), Listed Cos.	Regulation 33(1)(d) of SEBI (LODR),	The Company has taken the Limited Review and Audit	No Action is taken by any authority	No Action is taken by any authority	The Company has taken the Limited Review	-	The Company should have appointed	When the Company had appointed M/s.	-



	shall ensure that the Limited Review or Audit Reports submitted to the stock exchange(s) on a quarterly or annual basis are to be given only by an Auditor who has subjected to the peer review process of ICAI and holds a valid certificate issued by the Peer Review Board of the ICAI.	Regulations, as amended 2015,	Reports for F.Y. 2023-24 ended from the Statutory Auditors whose peer review certificate has expired.	authority			and Audit Reports for F.Y. 2023-24 ended from the Statutory Auditors whose peer review certificate has expired.			some other peer reviewed auditors during the period of default.	Gohel Associates LLP (FRN: W100162), as Statutory Auditors and they were holding valid peer review certificate. The expiry of the peer review certificate was communicated to us by the auditor very much later and the Auditor were trying to renew their peer review but same was not done yet and hence the Auditors has resigned from the Board as an Auditor after completing Audit for F.Y. 2023-24.	
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(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations /Remarks of the Practising Company Secretary	Management Response	Remarks
1	-	-	-	-	-	-	-	-	-	-





Additional affirmations to be given by Practicing Company Secretarial Compliance Report (ASCR) pursuant to BSE & NSE vide Notice no. 20230316-14 and Circular Reference No. NSE/CML/2023/21 dated March 16, 2023 are provided below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1	<p><b>Secretarial Standard</b></p> <p>The compliances of listed entities are in accordance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	The Company has generally complied with Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company secretaries of India.
2	<p><b>Adoption and timely updation of the Policies:</b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/guidelines issued by SEBI.</li> </ul>	Yes	-
3	<p><b>Maintenance and disclosures on Website:</b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website.</li> <li>Timely dissemination of the documents/ information under a separate section on the website.</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li> </ul>	Yes	The Company has maintained fully functional website at www.dcl.net.in. (Subject to occurrences of the technical glitches in access to some data after the date of this report).
4	<p><b>Disqualification of Director:</b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
5	<p><b>To examine details related to Subsidiaries of listed entities:</b></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	NA	The Company does not have any Subsidiary during the reporting period.
6	<p><b>Preservation of Documents:</b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7	<p><b>Performance Evaluation:</b></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in</p>	Yes	-

8	SEBI Regulations. <b>Related Party Transactions:</b> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee	Yes	The Company has obtained prior approval of Audit Committee for all Related Party transactions.
9	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company has an Insider Trading Software installed at its registered office, in which necessary entries pertains of UPSTI were recorded during the year under review.
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No Actions taken against the listed entity/ It's promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (Including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	No action taken by SEBI or Stock Exchange(s) during the year under review.
12	<b>Additional Non-compliances, if any:</b> No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	No any additional non-compliance observed during reporting period.

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Compliances related to resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 ('Circular').

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1	<b>Compliances with the following conditions while appointing/re-appointing an auditor</b> <ul style="list-style-type: none"> <li>If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</li> </ul>	Yes	M/s. Gohel and Associates LLP (FRN: W100162), Chartered Accountant, Mumbai has resigned as the Statutory Auditors of the Company with effect from 13.05.2024 after issuing the Audit Report for F.Y. ended 31.03.2024 dated 13.05.2024. The Company is yet pending with the filling of casual vacancy caused on account of resignation by the existing auditors.

	<ul style="list-style-type: none"> <li>• If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</li> <li>• If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</li> </ul>		
2	<p><b><u>Other conditions relating to resignation of statutory auditor</u></b></p> <p>(i) <b><u>Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</u></b></p> <ul style="list-style-type: none"> <li>• In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</li> <li>• In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</li> <li>• The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</li> </ul> <p>(ii) <b><u>Disclaimer in case of non-receipt of information:</u></b></p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in</p>	Yes	<p>M/s. Gohel and Associates LLP (FRN: W100162), Chartered Accountant, Mumbai has resigned as the Statutory Auditors of the Company with effect from 13.05.2024 after issuing the Audit Report for F.Y. ended 31.03.2024 dated 13.05.2024. The Company is yet pending with the filling of casual vacancy caused on account of resignation by the existing auditors.</p>



	case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	Yes	-

\*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

**For Pankaj Trivedi & Co.,**  
**Practicing Companies Secretaries**  
**ACS No.: 30512 | C P No.: 15301**  
**Peer Review: 1648/2022**

*Pankaj Trivedi*  
Pankaj Trivedi  
(Proprietor)

UDIN: A030512F000360094  
Place: Mumbai  
Date: 13/05/2024

