



# 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: 02/09/2022**

**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: 36<sup>th</sup> Annual Report for the Financial year 2021-2022**

**Dear Sir / Madam,**

Pursuant to Regulation 34 (1) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the soft copy of 36<sup>th</sup> Annual Report of the Company, for the financial year 2021-2022 along with the notice of 36<sup>th</sup> Annual General Meeting of the Company scheduled to be held on Saturday, 24<sup>th</sup> September, 2022 at 11: 30 A.M.

In accordance with the circulars issued by Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and January 13, 2021, 14th December, 2021 and 5th May, 2022 along with SEBI circulars dated 12th May, 2020 and 15th January, 2021 issued by Securities and Exchange Board of India ('SEBI'), the Notice convening the 36<sup>th</sup> AGM and Annual Report for the Financial year 2021-2022 have been sent only through Electronic mode to all the members whose E-mail IDs are registered with the Company/RTA/Depository Participants (s).

Kindly take the same on your record.

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

Mahesh  
Sohanlal Jhawar

Digitally signed by  
Mahesh Sohanlal Jhawar  
Date: 2022.09.02  
11:46:43 +05'30'

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

**Encl: 36<sup>th</sup> Annual Report for F.Y. 2021-2022.**

# **DHANLAXMI COTEX LIMITED**



CIN: L51100MH1987PLC042280

## **36<sup>th</sup> Annual Report** **2021-22**



# DHANLAXMI COTEX LIMITED

## 36<sup>th</sup> ANNUAL REPORT

### Board of Directors & KMP

Shri Mahesh Sohanlal Jhavar  
(Whole Time Director)  
Mr. Rahul Jhavar  
(Director & Chief Financial Officer)  
Mr. Natwar Nagarmal Agarwal  
(Independent Director)  
Mrs. Niyati Ketan Shah  
(Independent Director)  
Mr. Arpit Tibrewala  
(Independent Director)  
Mrs. Payal Ankur Bankda  
(Non-Executive Director)  
Mrs. Arti Nishant Jain  
(Company Secretary & Compliance Officer)

### Registered & Administrative Office

285, Princess Street, 2<sup>nd</sup> Floor,  
Chaturbhuj Jivandas House, Mumbai - 400 002.  
✉ Email: [dcotex1987@gmail.com](mailto:dcotex1987@gmail.com) | Website: [www.dcl.net.in](http://www.dcl.net.in)  
☎ Contact No. : 022-49764268 022-49764223 / 21 / 22

### Bankers

**HDFC Bank Ltd**  
**Yes Bank Ltd**

### Statutory Auditors

**M/s. Gohel & Associates LLP.**  
Chartered Accountants  
B/104, Sahayog CHS, 1st Floor, Above Central Bank of  
India, S.V.Road, Kandivali (West), Mumbai- 400 067.

### Registrar and Share Transfer Agents

**Bigshare Services Pvt. Ltd.**  
1<sup>st</sup> Floor, Bharat Tin Works Building, opp. Vasant Oasis,  
Makwana Road, Marol, Andheri East, Mumbai 400059,  
Maharashtra | Website: [www.bigshareonline.com](http://www.bigshareonline.com)  
✉ Email: [info@bigshareonline.com](mailto:info@bigshareonline.com) | Cont ☎ 022 - 40430200 / 62638200

### Listing on Stock Exchange

Bombay Stock Exchange Ltd

<b>Contents</b>	<b>Page No.</b>
Notice	1
Notes to the Notice	1
Instructions for Voting	4
Explanatory Statement to the Notice	8
Details of the Directors seeking Appointment/ Re-appointment at the ensuing Annual General Meeting	9
Directors' Report	10
Secretarial Audit Report – Annexure – A	17
Details of contracts or arrangements or transactions with Related Party – Form AOC-2 – Annexure – B	20
Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo, Etc. – Annexure – C	21
Report on Corporate Governance	22
Auditors Certificate of Compliance with the Corporate Governance	34
CEO/CFO Certification in Compliance Certificate under Regulation 17(8) of SEBI (LODR) Regulation, 2015	35
Certificate for adherence to the Code of Conduct	35
Certificate of Non-Disqualification of Directors	36
Management Discussion And Analysis	37
Independent Auditors' Report	42
Balance Sheet	50
Profit & Loss Account	51
Cash Flow Statement	52
Schedules to Balance Sheet and Schedules to Profit & Loss Account	53
Other Notes Forming part of Accounts	58



# DHANLAXMI COTEX LIMITED

**NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DHANLAXMI COTEX LIMITED (CIN: L51100MH1987PLC042280) WILL BE HELD ON SATURDAY, 24<sup>TH</sup> SEPTEMBER, 2022 AT 11.30 A.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS DEEM TO BE HELD AT REGISTERED OFFICE TO TRANSACT THE FOLLOWING BUSINESS:**

## **ORDINARY BUSINESSES:**

1. To receive consider and adopt the Annual Standalone Financial Statements consisting of the Balance Sheet as at March 31, 2022, 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. To appoint a Director in place of Mr. Rahul Mahesh Jhawar (DIN: 07590581) who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

## **SPECIAL BUSINESS:**

3. To regularize the appointment of Mrs. Payal Ankur Bankda (DIN: 09483787) and to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**"RESOLVED THAT**, pursuant to the provisions of Section 149, 152, 161 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, sections, rules of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force); Mrs. Payal Ankur Bankda (DIN: 09483787), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 8th July, 2022, and who is eligible for appointment and in respect of whom the Company has received a notice in writing from member proposing her candidature for the office of Director, pursuant to Section 160 of the Act, and who holds office up to the date of this Annual General Meeting be and is hereby appointed as Non-Executive Director of the Company at remuneration of non-exceeding Rs.1,00,000/- (Rupees. One Lakh Only) and her office is subject to retire by rotation."

**"RESOLVED FURTHER THAT**, the Board of Directors of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution,"

**By Order of the Board of Directors**

Sd/-  
**Mahesh S. Jhawar**  
**(Whole Time Director)**  
**DIN: 00002908**  
**Place: Mumbai**  
**Date: 09/08/2022**

## **IMPORTANT COMMUNICATION TO MEMBERS – GREEN INITIATIVE IN CORPORATE GOVERNANCE**

The Ministry of Corporate Affairs (MCA) has taken a Green Initiative in Corporate Governance by allowing paperless compliances by the Companies and has issued a Circular stating that service of all documents including Annual Reports can be sent by e-mail to its Members. Your Company believes that this is a remarkable and environment friendly initiative by MCA and requests all Members to support in this noble cause. The Company has already embarked on this initiative and proposes to send documents including Annual Reports in electronic form to the Members on the email address provided by them to the R&T Agent/the Depositories. The Members who hold shares in physical form are requested to intimate/update their email address to the Company/R&T Agent while Members holding shares in Demat form can intimate/update their email address to their respective Depository Participants. Members are requested to further note that they will be entitled to be furnished, free of cost, the physical copy of the documents sent by e-mail, upon receipt of a requisition from them, any time, as a Member of the Company.

## **Notes:**

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is attached hereto.
2. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2021 and 02/2022 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021 and 5th May, 2022 respectively issued by the Ministry of Corporate Affairs ("MCA") (collectively referred to as "MCA Circulars") read with Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 respectively issued by the Securities and Exchange Board of India (collectively referred to as "SEBI Circulars") companies are allowed to hold Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC / OAVM.
3. Pursuant to the provisions of the Companies Act, 2013 ("the Act"), a Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this Meeting will be held through VC/OAVM, in accordance with the MCA Circulars, physical attendance of Members has



# DHANLAXMI COTEX LIMITED

been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

4. Corporate Members intending to have their representatives attend the Meeting pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the specimen signature of the representative(s) authorized to attend and vote on their behalf at the Meeting.
5. The additional details of Directors retiring by rotation/ seeking appointment/re-appointment, pursuant to Regulation 36(3) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") and the Secretarial Standards issued by the Institute of Company Secretaries of India, is annexed as Annexure I and forms part of this Notice.
6. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, September 17, 2022 to Saturday, September 24, 2022 (both days inclusive).
7. 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 Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.dcl.net.in](http://www.dcl.net.in) in Corporate Governance tab. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
11. The SEBI has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Accordingly, Members holding shares in electronic form are requested to submit their PAN to their respective Depository Participants.
12. Members holding shares in electronic form are required to contact their Depository Participants to register/change their nomination.
13. The Members holding shares in physical form are informed that as per SEBI circular SEBI/HO/MIRSD/MIRSD RTAMB/P/ CIR/2021/655 and SEBI/HO/MIRSD/MIRSD RTAMB/P/ CIR/2021/687 dated 13th November, 2021 and 14th December, 2021 respectively, SEBI has notified simplified norms for processing investor's service request by RTA and mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities. In this regard, it is mandatory for all the physical shareholders to furnish the following documents/ details with the Company/ RTA and the non updation of the same on or before 1st April, 2023 shall result into freezing of folios:
  - a. Form ISR-1 (Request for registering PAN, KYC details)
  - b. Form ISR-2 (Confirmation of Signature of securities holder by the Banker)
  - c. Either,
    - SH-13 (Nomination Form); or
    - Form ISR-3 (Declaration to opt-out Nomination)

The physical shareholders are requested to furnish the above documents on or before 31<sup>st</sup> March, 2023 so as to avoid freezing of folios. The shareholders can download the relevant forms from the website of the company at Corporate Governance> Investors Info> Common and Simplified Norms for processing investors service request by RTAs> Forms.

14. As per Regulation 40 of the SEBI Listing Regulations, as amended from time to time, the securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019 and transmission or transposition can be done only in dematerialized form with effect from January 24, 2022. In view of this and to eliminate all risks associated with physical shares, Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company/Registrar and Share Transfer Agent, for any assistance in this regard.





# DHANLAXMI COTEX LIMITED

15. Members seeking any information or clarifications on the Annual Report are requested to send their queries to the Company on [dcotex1987@gmail.com](mailto:dcotex1987@gmail.com) alongwith cc to [accounts@dcl.net.in](mailto:accounts@dcl.net.in) at least 7 days prior to the Meeting to enable the Company to compile the information and provide replies at the Meeting.
16. In case all the joint holders are attending the Meeting, the Member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote at the Meeting.
17. In line with the MCA Circulars and the SEBI Circulars, Annual Report for the financial year 2021-22 along with the Notice of 36<sup>th</sup> Annual General Meeting inter alia indicating the process and manner of e-voting, will be sent through electronic mode to the Members whose email addresses are available with the Company/Depositories/Depository Participants. The Members whose e-mail addresses are not registered with the Company are requested the same.
18. Speaker Registration/Questions for the Meeting: Members, who would like to express their views/have questions are requested to send registrations along with the questions in advance mentioning their name, demat account number/folio number, email id and mobile number at [dcotex1987@gmail.com](mailto:dcotex1987@gmail.com) alongwith cc to [accounts@dcl.net.in](mailto:accounts@dcl.net.in) on or before Saturday, September 17, 2022. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the Meeting. The Company reserves the right to restrict the number of questions/speakers depending on the availability of time for the Meeting.
19. The facility for remote e-voting shall be provided at the Meeting. Members attending the Meeting who have not cast their vote earlier by remote e-voting shall be entitled to vote at the Meeting. A Member can participate in the Meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Meeting
20. The remote e-voting facility will be available during the following voting period :  
**Commencement of remote E-voting:** From 09.00 a.m. (IST) on Wednesday, September 21, 2022  
**End of remote e-voting:** Upto 05.00 p.m. (IST) on Friday, September 23, 2022
21. Mr. Pankaj Trivedi, Practicing Company Secretary (Certificate of Practice No. 15301) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
22. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Saturday, 17<sup>th</sup> September, 2022 ("Cut-off date") only shall be entitled to avail the facility of remote e-voting or voting at the Meeting, as the case may be, in proportion to the shares held by them as on the Cut-off date.
23. Any person who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [www.evotingindia.com](http://www.evotingindia.com). However, if he/she is already registered user for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
24. Your attention is invited on the Companies (Significant Beneficial Ownership) Amendment Rules, 2019 issued by the Ministry of Corporate Affairs on 8th February 2019. A person is considered as a Significant Beneficial Owner (SBO) if he/she, whether acting alone, together or through one or more individuals or trust holds a beneficial interest of at least 10%. The beneficial interest could be in the form of a company's shares or the right to exercise significant influence or control over the company. If any Shareholders holding shares in the Company on behalf of other or fulfilling the criteria, is required to give a declaration specifying the nature of his/her interest and other essential particulars in the prescribed manner and within the permitted time frame.
25. The facility of voting will be provided at the Meeting for the Members attending the Meeting and who have not cast their vote earlier by remote e-voting.
26. Once the Member has confirmed his voting on the resolution, he will not be allowed to modify his vote or cast the vote again.
27. The Scrutinizer shall, after the conclusion of voting at the Meeting, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting and shall submit, not later than forty-eight hours of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or any other person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
28. The Results shall be declared by the Chairman or any other person authorized by him within forty-eight hours from the conclusion of the Meeting. The results declared shall alongwith the consolidated Report of the Scrutinizer be placed on the website of the Company i.e. [www.dcl.net.in](http://www.dcl.net.in) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of results. The results shall simultaneously be forwarded to the BSE Limited, Mumbai.
29. Instructions for e-voting and attending the Annual General Meeting is annexed and forms part of this Notice.
30. Considering the Meeting would be held through VC/ OAVM, the proxy form, attendance slip and route map for the venue is not annexed to the Notice. The deemed venue for the AGM shall be the Registered Office of the Company.
31. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in



# DHANLAXMI COTEX LIMITED

address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.

## **THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on 21.09.2022 and ends on 23.09.2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 17.09.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that participation by the public non-institutional shareholders/retail shareholders is at negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ website of Depositories/Depository Participant**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting facility.

### **Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/ EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



# DHANLAXMI COTEX LIMITED

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important Note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

## **Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

(v) Login method for e-voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ol style="list-style-type: none"> <li>i. Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ol>





# DHANLAXMI COTEX LIMITED

Dividend Company Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. i. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.
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- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <DHANLAXMI COTEX LIMITED> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non- Individual Shareholders and Custodians- For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI, etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [dcotex1987@gmail.com](mailto:dcotex1987@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.



# DHANLAXMI COTEX LIMITED

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [dcotex1987@gmail.com](mailto:dcotex1987@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number [dcotex1987@gmail.com](mailto:dcotex1987@gmail.com) alongwith cc to [accounts@dcl.net.in](mailto:accounts@dcl.net.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## **By Order of the Board of Directors**

Sd/-  
**Mahesh S. Jhavar**  
**(Whole Time Director)**  
**DIN: 00002908**  
**Place: Mumbai**  
**Date: 09/08/2022**



## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013, SPECIAL BUSINESS:**

#### **ITEM NO. 3**

#### **To regularize the appointment of Mrs. Payal Ankur Bankda (DIN: 09483787):**

The Board in its Meeting held on July 8, 2022 based on the recommendation of the Nomination & Remuneration Committee ("the Committee") approved the appointment of Mrs. Payal Ankur Bankda (DIN: 09483787) as an Additional (Non- Executive) Director with effect from July 8, 2022, subject to the approval of Members.

Mrs. Payal Ankur Bankda (DIN: 09483787), has done Fashion designing and she possesses an experience of 5 years in the field of fashion, fabrics and clothing. The Board is of the view that the appointment of Mrs. Payal Bankda and her experience will contribute in the growth of textile segment of the Company in future.

Mrs. Payal Ankur Bankda is not disqualified from being appointed as a Director, in terms of Section 164 of the Act. In terms of Section 160 of the Act, the Company has received a notice from a member signifying the intention to propose Mrs. Payal Ankur Bankda as a candidate for the office of Non-Executive Director of the Company.

The required details in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings are provided in Annexure I to this Notice. The terms and conditions relating to the appointment of Mrs. Payal Bankda would be available for inspection in electronic mode.

Mrs. Payal Bankda is the Daughter of Mr. Mahesh Sohanlal Jhawar, WTD and Promoter of the Company and is the sister of Rahul Mahesh Jhawar, CFO and Executive Director of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives other than Mr. Mahesh Sohanlal Jhawar and Rahul Mahesh Jhawar and their relatives are concerned or interested, financially or otherwise, in the passing of this resolution.

In terms of the SEBI Listing Regulations, effective January 1, 2022, the listed entity shall ensure that approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

As the AGM is being held with the requisite time as mentioned above, the Board recommends the passing of Ordinary Resolution at Item No. 3 of the accompanying AGM Notice for the approval of the Members.

#### **By Order of the Board of Directors**

Sd/-  
**Mahesh S. Jhawar**  
**(Whole Time Director)**  
**DIN: 00002908**  
**Place: Mumbai**  
**Date: 09/08/2021**

**REGISTERED OFFICE:**  
285, Princess Street, C. J. House, 2<sup>nd</sup> Floor, Mumbai - 400002  
Phone: 022-66228050/55 | Email:dcotex1987@gmail.com  
Website: [www.dcl.net.in](http://www.dcl.net.in)



# DHANLAXMI COTEX LIMITED

## **DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING**

**(In pursuance of Regulation 36(3) of the LODR Regulation, 2015)**

Name of the Director	Mr. Rahul Mahesh Jhawar
DIN	07590581
Date of Birth	28-01-1992
Academic Qualifications	Bachelors of Business Administration (BBA) from Kingston University, London
Experience and Expertise	Mr. Rahul Mahesh Jhawar holds a degree in Bachelors of Business Administration (BBA) from Kingston University, London. He has an experience of more than 5 years in Business Management, Administration and majorly in to Marketing.
Date of first appointment on the Board	09.08.2019
Directorship in other companies	1. DFL Fabrics Private Limited 2. Emjay Nirman Private Limited
No. of Membership(s)/ Chairmanship(s) of Board Committees in other companies	None
No. of Shares held in the Company	78,900
Relation with other Directors or Key Managerial Personnel	Son of Mr. Mahesh Sohanlal Jhawar
Number of Board Meeting attended during the financial year	6
Remuneration and other terms & conditions of appointment/re-appointment	He is entitled to sitting fees & Remuneration for attending Board meetings as approved by the Board of Directors.
Remuneration paid/payable for the F.Y. 2021-22	9.60 lacs

Name of the Director	Mrs. Payal Ankur Bankda
DIN	09483787
Date of Birth	Graduation and Fashion designing
Academic Qualifications	Bachelors of Business Administration (BBA) from Kingston University, London
Experience and Expertise	Mrs. Payal Ankur Bankda is a Fashion designer. She possesses an experience of more than 5 years in the field of fashion, fabrics and clothing.
Date of first appointment on the Board	08.07.2022
Directorship in other companies	None
No. of Membership(s)/ Chairmanship(s) of Board Committees in other companies	None
No. of Shares held in the Company	Nil
Relation with other Directors or Key Managerial Personnel	Daughter of WTD Mr. Mahesh Sohanlal Jhawar and Sister of CFO Mr. Rahul Mahesh Jhawar.
Number of Board Meeting attended during the financial year	N.A.
Remuneration and other terms & conditions of appointment/re-appointment	He is entitled to sitting fees & Remuneration for attending Board meetings as approved by the Board of Directors.
Remuneration paid/payable for the F.Y. 2021-22	N.A.

**By Order of the Board of Directors**

Sd/-  
**Mahesh S. Jhawar**  
**(Whole Time Director)**  
**DIN: 00002908**  
**Place: Mumbai**  
**Date: 09/08/2021**



## DIRECTORS' REPORT

To  
Dear Members,  
Dhanlaxmi Cotex Limited

Your Directors are pleased to present the 36<sup>th</sup> Annual Report of the Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2022.

### **SUMMARY OF FINANCIAL RESULTS OF THE COMPANY:**

Particulars	(Rs. in Lacs)	
	2021-2022	2020-2021
Revenue from Operations	1923.37	470.96
Revenue from other Income	300.68	221.64
<b>Total Revenue</b>	<b>2224.05</b>	<b>692.60</b>
Profit before Depreciation & Interest	39.05	47.47
Depreciation	4.00	0.26
Interest	0.00	2.07
Profit after Depreciation & Interest	386.49	45.14
Less: Exceptional Items	0.00	17.29
Provision for Taxation	64.51	4.34
Provision for Tax (deferred)	1.12	0.01
MAT Credit Entitlement	(10.58)	(4.34)
<b>Profit/ Loss after Tax</b>	<b>331.45</b>	<b>27.84</b>
Other comprehensive income	405.86	794.57
<b>Total comprehensive income for the period</b>	<b>737.31</b>	<b>822.42</b>

The Company is mainly engaged into business of trading in securities. During the year under review, your Company generated total Income of ' 2224.05 lacs comprising mainly of sale of shares, interest, dividend and long term and short term investment profit, against this the total expenditure amounted to ' 1837.57 lacs and the financial year has ended up with a net profit of ' 331.45 lacs, which is almost 11.90 times as compared to previous year. The management of the Company is very optimistic regarding the performance of the Company in future and taking every steps and making every efforts to turn the Company in to more profitable organization.

### **DIVIDEND:**

During the year, your directors have not recommended any dividend for the year in order to accumulate the reserve.

### **DEPOSITS:**

Your Company has not accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules, 2014. Your Company held no deposit in any form from anyone during the year 31<sup>st</sup> March, 2022, which was overdue or unclaimed by the depositors.

### **TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:**

The Company was not required to transfer any amount to unclaimed dividend to investor education and protection fund.

### **CHANGE IN THE NATURE OF BUSINESS, IF ANY:**

There was no change in the nature of business of the Company during the year.

### **TRANSFER TO RESERVES:**

No fund was transferred to General Reserve.

### **BOARD OF DIRECTORS AND KMPS:**

The Composition of the Board during the year under review was as per the provisions of Regulation 17(1) of listing regulation read with the Companies Act, 2013.

During the period under review, pursuant to Section 152 of the Companies Act, 2013 Mr. Rahul Jhawar, Director, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. Your Board has recommended his re-appointment.

There was not appointment or resignation on Board during the year under review. However Board lost its one of the Promoter Director Late Smt. Laxmi Mahesh Jhawar on July 24, 2021 due to her all of sudden demise upon short term sickness. The Board members had conveyed their heart fall condolence on all of sudden sad demise of Ms. Laxmi Mahesh Jhawar and made necessary





# DHANLAXMI COTEX LIMITED

reporting to the Exchange and Registrar of Companies.

The Board upon recommendation of Nomination and Remuneration Committee appointed Mrs. Payal Ankur Bankda (DIN: 09483787) was appointed as Non-Executive Director of the Company w.e.f 8th July, 2022 and her appointment is recommended to the members for appointment at ensuing AGM.

Mr. Rahul Mahesh Jhawar is designated as Chief Financial Officer of the Company w.e.f. 10th February, 2022 upon resignation of Mr. Ganesh Jagdishprasad Singh from the post of Chief Financial Officer of the Company w.e.f. 10th February, 2022.

Ms. Khyati Modi has resigned from the post of Company Secretary cum Compliance Officer of the Company w.e.f 14<sup>th</sup> January, 2022 due to her personal reasons and Board Appointed Mrs. Arti Nishant Jain as Company Secretary cum Compliance Officer of the Company w.e.f 1<sup>st</sup> July, 2022

None of the Directors are disqualified for appointment/re-appointment under Section 164 of the Act. As required by law, this position is also reflected in the Auditors' Report.

As required under Regulation 36(3) of the listing Regulations with the stock exchanges, the information on the particulars of Directors proposed for appointment/re-appointment has been given in the notice of annual general meeting.

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134 (3) (c) and 134 (5) of the Companies Act, 2013, and based on the information provided by management, your Directors' state that:

- (a) In the preparation of the annual accounts for the financial year ended 31st March, 2022 the applicable accounting standards have been followed.
- (b) Directors have selected such Accounting policies applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the State of affairs of the corporation as at the end of 31st March, 2022 and of the profit of the Company for the year ended on that date.
- (c) Director have taken Proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) Directors have prepared the annual accounts on a 'going concern' basis;
- (e) Director have laid down internal financial controls commensurate with the size of the Company and that such financial controls were adequate and were operating effectively; and
- (f) Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **DECLARATION OF INDEPENDENCE BY DIRECTORS:**

The Independent Non-executive Directors of the Company, viz. Mrs. Niyati Ketan Shah (DIN – 02171577), Mr. Natwar Nagarmal Agarwal (DIN – 08170211), and Mr. Arpit Suresh Kumar Tibrewala (DIN: 08679570) have affirmed that they continue to meet all the requirements specified under Regulation 16(1)(b) of the listing regulations in respect of their position as an "Independent Director" of Dhanlaxmi Cotex Limited.

In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise and that they hold the highest standards of integrity.

Pursuant to the provisions of Section 134 of the Companies Act, 2013 with respect to the declaration given by the Independent Director of the Company under Section 149(6) of the Companies Act, 2013, the Board hereby confirms that all the Independent Directors have given declarations and further confirms that they meet the criteria of Independence as per the provisions of Section 149(6) read with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

## **BOARD EVALUATION:**

SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 mandates that the Board shall monitor and review the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. The Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors should be done by the entire Board of Directors, excluding the director being evaluated.

The Board as a whole was evaluated on various parameters like Board Composition & Quality, Board Meetings and Procedures, adherence to the Code of Conduct etc. Based on each of the parameter, the Board of Directors formed an opinion that performance of Board as a whole has been outstanding. The Board approved the evaluation results as collated by the Nomination and Remuneration Committee.



# DHANLAXMI COTEX LIMITED

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a structured questionnaire was prepared. The performance Evaluation of the Independent Directors was completed. Independent Directors Meeting and Nomination and Remuneration Committee considered the performance of Non-Independent Directors and the Committees and Board as whole, reviewed the performance of the Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

## **MANNER IN WHICH FORMAL ANNUAL EVALUATION HAS BEEN MADE BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Independent Directors was completed.

The evaluation framework for assessing the performance of directors of your company comprises of contribution at meetings, strategies perspective or inputs regarding the growth and performance of your company among others.

The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

Details of program for familiarization of Independent directors of the company are accessible on your company website at <http://dcl.net.in/familiarisation>.

## **MEETING OF INDEPENDENT DIRECTORS:**

The meeting of Independent Directors was scheduled on 29<sup>th</sup> March, 2022. All the Independent Directors were present in the meeting.

## **STATUTORY AUDITORS:**

M/s. Gohel & Associates LLP, Chartered Accountants, Mumbai (FRN: W100162) has been appointed as a Statutory Auditors of the Company at 34<sup>th</sup> Annual General meeting of the Company for a period of five (5) years, till the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company. The Company has confirmed with auditors their eligibility criteria.

The MCA vide its notification dated 7 May 2018 has amended Companies (Audit and Auditors) Rules 2014 by Companies (Audit and Auditors) Amendment Rules 2018, which dispense the requirement of members approval for ratification of appointment of Auditors at every Annual General Meeting. Keeping the same in mind no such agenda item is included in notice for the 35<sup>th</sup> AGM.

## **AUDITORS REPORT:**

Observations made in the Auditors' Report are self-explanatory and therefore do not call for any further comments under Section 134 (1) of the Companies Act, 2013.

## **COMMITTEES OF THE BOARD:**

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

The details of the Committees along with their composition, number of meetings and attendance at the meetings are provided in the Corporate Governance Report.

## **SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:**

During the year, there is no subsidiary, joint venture or associate of the Company.

## **NAMES OF COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR:**

There were no such Companies which have become or ceased to be its subsidiaries, Joint Ventures or Associate Companies during the year.

## **CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

Conservation of Energy, Technology Absorption & Foreign Exchange Earnings and Outgo Details of energy conservation and research and development activities undertaken by the Company along with the information in accordance with the provisions of Section 134 of Companies Act, 2013 read with Rule 8 of Companies (Accounts) Rules, 2014, the extent as are applicable to the Company, are given in **Annexure - 'C'** to the Directors' Report.



# DHANLAXMI COTEX LIMITED

## **REPORTS ON CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS:**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI.

In compliance with Regulation 34 and Schedule V of SEBI (LODR) Regulations 2015, report on the Corporate Governance, along with a certificate from the Secretarial Auditors of the Company on compliance with the provisions is annexed and forms part of the Annual Report.

## **PARTICULARS OF EMPLOYEES AND RELATED INFORMATION:**

In terms of the provisions of Section 197(12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement containing the disclosures pertaining to remuneration and other details as required under the Act and the above Rules are as under. The disclosures as specified under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The percentage increase in remuneration of each Director and Chief Financial Officer during the financial year 2021-22, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2021-22 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP	Remuneration Received (In Rs. Lakhs)	% increase in Remuneration in the F.Y. 2021-22	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. Mahesh S. Jhawar (Whole Time Director)	60.00	21.22%	26.21
2	Mrs. Laxmi Sohanlal Jhawar * (Non- Executive Director)	Nil	Nil	Nil
3	Mrs. Niyati Ketan Shah (Independent Director)	Nil	Nil	Nil
4	Mr. Rahul Mahesh Jhawar (Non-Executive Director)	9.60	N.A.	4.19
5	Mr. Natwar Nagarmal Agarwal (Independent Director)	Nil	Nil	Nil
6	Mr. Arpit Tibrewala (Independent Director)	Nil	Nil	Nil
7	Mr. Ganesh Singh (Chief Financial Officer)	4.70	4.86	2.05
8	Ms. Khyati Modi (Company Secretary)	1.36	1.22	0.59

Note: \* Ceased to be director w.e.f. 24.07.2021

In terms of Section 197(12) of the Companies Act, 2013, read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, no employee(s) drawing remuneration in excess of limits set out in said rules forms part of the annual report.

- The median remuneration of employees of the Company during the financial year 2021-22 was '2.29 lacs.
- In the financial year 2021-22, there was an increase of 0.93 lacs (68.38%) in the median remuneration of employees.
- As on March 31, 2022, there were 12 employees who were on the roll of the Company.
- Relationship between average increase in remuneration and Company performance.
- There was no increase in total remuneration paid to Directors during F.Y. 2021-22 as compared to previous year; whereas Profit after Tax is '331.45 lakhs as compared to a profit of '27.85 lakhs in 2020-21.
- Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company (i.e. Remuneration of KMP for the year is '75.67 lacks as compared to '55.58 lacks in previous year) The overall total remuneration of the Key Managerial Personnel(s) has been hiked by '20.09 lacks in 2021-22; whereas Profit after Tax has been increase by 303.60 lacs.

## **RISK MANAGEMENT AND INTERNAL CONTROLS:**

The Company has the risk management and internal control framework in place commensurate with the size of the Company. However Company is trying to strengthen the same. The details of the risks faced by the Company and the mitigation thereof are discussed in detail in the Management Discussion and Analysis report that forms part of the Annual Report.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:**

The Company has not granted any loans, or provided any guarantees or security to the parties covered under Section 185 of the Act. The Company has complied with the provisions of Section 186 of the Act in respect of the investments made.

Details of the Loans, Investments and Guarantee covered under the provisions of Section 186 of the Companies Act, 2013 (Act), has been given under notes forming parts of the Accounts and same will be produced for verification to the members at the registered office of the Company on their request.



# DHANLAXMI COTEX LIMITED

## **VIGIL MECHANISM/WHISTLE BLOWER POLICY:**

The Company has established a vigil mechanism to provide appropriate avenues to the Directors and employees to bring to the attention of the Management, the concerns about behavior of employees that raise concerns including fraud by using the mechanism provided in the Whistle Blower Policy. The Whistle Blower Policy is hosted on company's website [http://dcl.net.in/investor\\_info](http://dcl.net.in/investor_info).

During the financial year 2021-22, no cases under this mechanism were reported in the Company and any of its subsidiaries.

## **POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

The company has framed policy in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the financial year 2021-22, no cases in the nature of sexual harassment were reported at any workplace of the company.

## **COMPANY'S POLICY ON DIRECTORS APPOINTMENT, REMUNERATION ETC.:**

The Nomination and Remuneration Committee recommends to the Board the policy relating to remuneration for the Directors, Key Managerial Personnel and other employees, same has been uploaded on the website of the Company at [http://dcl.net.in/pdf/policies/policy\\_nrc.pdf](http://dcl.net.in/pdf/policies/policy_nrc.pdf).

## **LISTING OF SHARES:**

Equity shares of your Company are listed on Bombay Stock Exchange only and the Company has paid the necessary Listing fees for the year 2022-23.

## **MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:**

Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (3) read with Schedule Part V of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 with Stock Exchange in India, is presented in a separate Section forming part of the Annual Report.

## **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:**

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company.

Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to Board.

The Audit Committee of the Board of Directors, Statutory Auditors and the Business Heads are periodically apprised of the internal audit findings and corrective actions taken.

## **SECRETARIAL AUDITORS AND THEIR REPORT:**

M/s Pankaj Trivedi & Co, Company Secretary in Practice was appointed to conduct the secretarial audit of the Company for the financial year 2021-22, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for financial year 2021-22 is **Annexure-A** to this Board's Report.

Further, in terms of the provisions of the Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019 issued by Securities and Exchange Board of India (SEBI), M/s Pankaj Trivedi & Co, Practicing Company Secretaries have issued the Annual Secretarial Compliance Report for the financial year ended 31<sup>st</sup> March, 2022, thereby confirming compliance of the applicable SEBI Regulations and circulars / guidelines issued there under by the Company.

## **COMMENTS ON REMARKS/OBSERVATION/QUALIFICATION MADE BY SECRETARIAL AUDITORS:**

Mr. Pankaj Trivedi, Company Secretary in Practice, in his Secretarial Audit Report for financial year 2021-22 have drawn the attention of the management on some the non-compliances, which have been marked as qualification in his report. In connection with the same management herewith give the explanation for the same as follows:



# DHANLAXMI COTEX LIMITED

The delay in submission of declarations for non-encumbrance of shares on promoters holding Regulation 31(4) of SEBI (SAST), Regulations, 2011 and that Company is not a Large Corporate pursuant to SEBI Circular No SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018 was mainly due to challenges posed by COVID pandemic. The delay in such submissions does not have any bearing in performance of the Company and does not carry any penalty. The management will ensure no such further delay in future submissions.

The Company has informed the exchange about cessation of Late Smt. Laxmi Mahesh Jhawar due to her demise on 2nd August, 2021. The demise was all of sudden and was intimated to the exchange upon resuming office by main promoter Mrs. Mahesh Jhawar.

The Company has hold up the application under Regulation 31A of SEBI (LODR) Regulations, 2015 on account of matter concerning fine levied by the exchange to the Company, which had company has challenged and submitted the clarification in support with request to waiver of such fines. However the exchanges has send a regret letter for waiver of fine levied pursuant to SEBI circular SEBI/HO/CFD/CMD/CIR/ P/2020/12 dated January 22, 2020 and the management is having an opinion that the exchange will not consider the application till date Company pay off such fines of Rs. 365800/- plus Rs.218300/- levied by the exchange for non-compliance by the Company identified by the exchange under Regulation 17(1) towards Non-compliance with the composition of the Board including failure to appoint woman director and fine of Rs. 30680/- for Non-compliance with provisions of Regulation 19(1)/ 19(2) the constitution of nomination and remuneration committee. The Company has been following up with the exchange and timely replied to the exchange with supportive explanations drawn up in line with the provision of the above regulations and denied any such non-compliances and requested the exchange with multiples reminders to clarify that how the company is non-complied and till date exchanged has not given any suitable reply and also not allowed a personal hearing to sort out the matter. The promoter Mr. Mahesh Jhawar himself gone to the exchange thrice to visit concern officer to understand the matter and sort it out but the exchange did not allow him to go up and meet the concern officials. The matter is still pending.

Secondly the Promoters and Company has followed the conditions and requirements mentioned under regulation 31A, prior to SEBI (LODR) (Second Amendment) Regulations, 2021 dated 5.5.2021 in good faith and the request letters has the rationale which are the conditions mentioned in clause 3(b) of the regulations and which are the main rationales for seeking reclassification by the set of promoters.

The management has decided to make an application to Bank for seeking registration as required under section 45(IA) of RBI Act, 1934. However due to practical difficulties caused by novel corona virus, no such application was made during the year under review. The Management is seeking opinion of some RBI professionals for making good of said default.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The Company has implemented a Related Party Transactions policy for the purposes of identification and monitoring of such transactions. The policy on related party transactions is uploaded on the Company's website at [http://dcl.net.in/pdf/policies/policy\\_rpt.pdf](http://dcl.net.in/pdf/policies/policy_rpt.pdf).

All related party transactions are placed before the Audit Committee for approval. Prior omnibus approval of the Audit Committee is obtained on an annual basis which is reviewed and updated on quarterly basis.

Pursuant to the Section 134(3) (h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014, the particulars of contract or arrangement entered into by the Company with related parties referred to in Section 188(1) in Form AOC-2 in **Annexure-B** to this Board's Report.

## **POSTAL BALLOT:**

No postal ballot was held during the year 2021-22.

## **ANNUAL RETURNS:**

The Annual Return in Form MGT-7 for the financial year ended 31st March 2022 is available on the website of the Company at [www.dcl.net.in](http://www.dcl.net.in) under corporate governance tab.

## **CORPORATE GOVERNANCE:**

A Report on Corporate Governance along with a Certificate from M/s Pankaj Trivedi & Co, regarding compliance with the conditions of Corporate Governance as stipulated under Regulation 34(3), Schedule V of SEBI (LODR) Regulations, 2015 with Stock Exchange read with the relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 forms part of this Report.

## **CEO AND CFO CERTIFICATION:**

The Chief Executive Officer and Chief Financial Officer Certification as required under Regulation 17(8) read with Part B of Schedule II of the SEBI(LODR) Regulation, 2015 have been appended to this report.





# DHANLAXMI COTEX LIMITED

## **CERTIFICATE OF NON- DISQUALIFICATION OF DIRECTORS**

Certificate from secretarial auditor regarding none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority as per item 10(i) of Part C of Schedule V of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations 2015, annexed to this report.

## **CHANGE IN NATURE OF BUSINESS OF THE COMPANY:**

There was no change in the nature of Business of the Company during the year under review.

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

No material changes and commitments affecting the financial position of the Company occurred during Financial Year 2021-22, till the date of this report. Further there was no change in the nature of business of the Company.

## **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There are no significant and material orders passed by the Regulators/Courts that would impact the going concern status of the Company and its future operations.

However the Company was in receipt of a letter from the exchange dated February 3, 2020, alleging Non-Compliance for Q3-ended December, 2019 pertaining to regulation 17(1) of Listing Regulations Viz. requirement of Composition of Board and appointment of Women Director and advising payment of penalty of Rs.3,65,800/- for such violation against which company had submitted suitable reply to the exchange with proper explanation in support of Company's claim of no such violation and in the opinion of Board the matter was closed as no such further Communication was received from the exchange till end of F.Y. 2019-20. However the exchange sent a fresh notice through email dated July 3, 2020 alleging same non-compliance for Q-4 ended March, 2020 and advising payment of penalty of Rs.2,18,300/- for such violation against which Company again had submitted a suitable reply on July 11, 2020 to the exchange with proper explanation in support of companies claim of no such violation and requested to withdraw such letters and waive the penalty so levied as company have complied with Regulation 17(1).

Since then no communication has been sent by the exchange for a year and it was presumed that exchange has admitted our claim and shockingly after a year exchange has sent an email on 2<sup>nd</sup> July, 2021 intimating company that the submission of the Company has rejected by the Company and advised again to pay the penalty, upon which company again replied to the exchange and denied any such violation and requested the personal meeting with the concern officer to understand and close the matter.

The company has sent many reminders mail requesting personal meeting but no one has replied to the emails, upon which Mr. Mahesh Jhawar, Whole Time Director gone to the exchange for personal meeting to close the matter but concerned officer was on leave as informed at reception and other concerned officer to the notice were not ready to meet due their pre-occupancy.

Further the Company has received an email from the exchange dated Nov 22, 2021, alleging Non-Compliance for Q2 - ended September, 2021 pertaining to regulation 19(1) / 19(2) of Listing Regulations Viz. Non-compliance with the constitution of nomination and remuneration committee and advising payment of penalty of Rs. 30,680/- for such violation against which company had suitable replied to the exchange with proper explanation in support on No 24, 2021 denying any such violation with request to waive such fine with several reminders.

The both these matters are pending and non-waiver confirmation has been issued by the exchange. The Company will take legal opinion and will approach higher authority if required.

## **BANK AND FINANCIAL INSTITUTIONS:**

Directors are thankful to their bankers for their continued support to the company.

## **ACKNOWLEDGMENTS:**

Your Directors convey their sincere thanks to the Government, Banks, Shareholders and customers for their continued support extended to the company at all times.

The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year.

**By Order of the Board of Directors**

Sd/-  
Mahesh S. Jhawar  
(Whole Time Director)  
DIN: 00002908  
Place: Mumbai  
Date: 09/08/2022

Sd/-  
Rahul M. Jhawar  
(Director)  
DIN: 07590581



# DHANLAXMI COTEX LIMITED

## **ANNEXURE -A**

### **FORM NO. MR-3 SECRETARIAL AUDIT REPORT**

**[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

To  
The Members,  
M/s. Dhanlaxmi Cotex Limited  
Mumbai

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by M/s. Dhanlaxmi Cotex Limited (hereinafter called "the Company"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and return is filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2022, has complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31<sup>st</sup> March, 2022 according to the provisions of:

1. The Companies Act, 2013 ('the Act') and the Rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 and the Rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Overseas Direct Investment and External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992:
  - (i) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (ii) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (iii) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. (Not applicable to the Company during the Audit Period);
  - (iv) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014. (Not applicable to the Company during the Audit Period);
  - (v) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - (Not applicable to the Company during the Audit Period);
  - (vi) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable to the Company during the Audit period);
  - (vii) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Not applicable to the Company during the Audit period);
  - (viii) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not applicable to the Company during the Audit Period);

The Management has identified and confirmed the following laws as being specifically applicable to the Company:

- i. The Equal Remuneration Act, 1976;
- ii. Maharashtra state Tax on Professions, Trades, Callings and Employments Act 1975;

I have also examined compliance with the applicable clauses of the following

- (i) Secretarial Standards (SS-1 and SS-2) issued by The Institute of Company Secretaries of India; and
- (ii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (As amended).



# DHANLAXMI COTEX LIMITED

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to following observations:

1. According to Regulation 31(4) of SEBI (SAST), Regulations, 2011; the Company needs to submit declaration of non-encumbrance of shares on promoters holding as on year end seven working days from the end of each financial year. However the same has been submitted on 19<sup>th</sup> May, 2021.
2. According to SEBI Circular No SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018; the company needs to submit declaration to the effect that Company is not a Large Corporate on or within thirty working days from the beginning of the financial year. However the same has been submitted on 19<sup>th</sup> May, 2021.
3. According to SEBI (LODR) Regulation 30(2) read with events specified in Para A of Part A of Schedule III, the Company was required to update/ inform to the exchange about the cessation of Late Smt. Laxmi Mahesh Jhawar due to her demise on 24<sup>th</sup> July, 2021 within 24 hours, However the same has been intimated to the exchange on 2<sup>nd</sup> August, 2021 upon resuming of office by main promoter Mrs. Mahesh Jhawar.
4. According to SEBI (LODR) Regulation 31A, the Company was required to comply with the conditions mentioned under Clause 3(a), 3(a)(i) and (ii) and 8(b) along with other conditions of Regulation 31A about mentioning of clear rationale for seeking reclassification in request letter by promoters as required under regulation 31A clause (3)(a)(i); Secondly the Company has not submitted the copy of Minutes of Board Meeting as required under Clause 8(b) of the regulation AND The Company has not made an application under clause 3(a) of Regulation 31A to the exchange for such reclassification and time between Board meeting and general meeting considering the proposal of re-classification is more than 3 months.
5. In terms of Section 152(6) of the Companies Act, 2013 as amended, the Company is required to constitute the Board with not less than two-thirds of the total number of Directors liable to retire by rotation.
6. The Financial Assets of the Company constitute more than 50% of the total assets and income from it also exceeds 50% of the total income. Since the main activity of the Company is centre around investment and Finance, the Company needs to hold valid registration from RBI as per section 45-IA of the Reserve Bank of India Act, 1934. However till date Company has not applied for registration with RBI.

I further report that:

- (i) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes made in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (ii) Adequate notice is given to all directors to schedule the Board and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- (iii) Decisions at the Board Meetings, as represented by the management and recorded in minutes, were taken unanimously.
- (iv) Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- (v) There are adequate systems and processes in the Company, commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no major specific events/actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

I further report that during the audit period, there were no instances of:

- Public/Rights/Preferential issue of Shares/debentures/ sweat equity.
- Redemption/buy-back of securities.
- Merger/ amalgamation/ reconstruction etc.
- Foreign technical collaborations.

**Notes:**

1. This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part if this report.

**For Pankaj Trivedi & Co.,  
Company Secretary in Practice  
UDIN: A030512D000766016  
PRN: S2016MH374500**

**Sd/-  
Pankaj Trivedi  
(Proprietor)  
CP No. 15301  
Place: Mumbai  
Dated: 09.08.2022**



## **ANNEXURE-A TO THE SECRETARIAL AUDIT REPORT**

To  
The Member,  
Dhanlaxmi Cotex Limited  
Mumbai

Our report of even date is to be read along with this letter.

### Management's Responsibility

- 1) It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### Auditor's Responsibility

- 2) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
- 3) I have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
- 4) Wherever required, I have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
- 5) The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

### Disclaimer

- 6) The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Pankaj Trivedi & Co.,  
Company Secretary in Practice  
UDIN: A030512D000766016  
PRN: S2016MH374500**

**Sd/-  
Pankaj Trivedi  
(Proprietor)  
CP No. 15301  
Place: Mumbai  
Dated: 09.08.2022**



# DHANLAXMI COTEX LIMITED

## **ANNEXURE -B**

### **FORM NO. AOC -2**

#### **(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis. – None
2. Details of material contracts or arrangement or transactions at arm's length basis:

Name of Related Party and nature of transactions	Nature of contract /arrangement /transactions	Duration of the contract/ arrangement/ transactions	Salient terms of contract /arrangement /transactions, including value, if any	Date(s) of approval by the Board	Amounts paid as advance(s), if any
Laxmi M. Jhawar	Payment of Office rent and Office maintenance / reimbursement expenses	2021-22	Office rent of '2.64 lacs and Office maintenance / reimbursement expenses of '0.43 lacs for paid for April 2021 to September, 2021.	09.06.2021	-
Mahesh S. Jhawar	Payment of a Remuneration, Office rent and Office maintenance / reimbursement expenses	2021-22	Remuneration paid of '60 lacs as WTD for the year. Office rent of '2.64 lacs paid for October 2021 to March, 2022. Office maintenance / reimbursement expenses of '0.05 lacs paid for the year.	09.06.2021	-
Rahul M. Jhawar	Remuneration	2021-22	Remuneration paid of '9.60 lacs for the year.	09.06.2021	-

\* Above mentioned transactions are not material one; however they are still being provided here for disclosure purpose.

### **By Order of the Board of Directors**

Sd/-  
**Mahesh S. Jhawar**  
 (Whole Time Director)  
 DIN: 00002908  
 Place: Mumbai  
 Date: 09.08.2022

Sd/-  
**Rahul M. Jhawar**  
 (Director)  
 DIN: 07590581





# DHANLAXMI COTEX LIMITED

## Annexure - C

### **Conservation of Energy, Technology Absorption, Foreign Exchange Earning and Outgo, Etc.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

<b>(A) Conservation of energy</b>	
(i) The steps taken or impact on conservation of energy	The operations of your company are not energy intensive; however adequate measures have been taken to reduce energy consumption. : NA
(ii) The steps taken by the company for utilizing alternate sources of energy	All efforts are made to use more natural lights in office premises to optimize the consumption of energy. : NA
(iii) The capital investment on energy conservation equipment's	Nil
<b>(B) Technology absorption:</b>	
(i) The efforts made towards technology absorption	N.A
(ii) The benefits derived like product improvement, cost reduction, product development or import substitution	N.A
(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	N.A
(iv) The expenditure incurred on research and development	Nil
<b>(C) Foreign exchange earnings and outgo.</b>	
	<b>Nil</b> The detail of the same is given in notes of accounts.

By Order of the Board of Directors

Sd/-  
Mahesh S. Jhavar  
(Whole Time Director)  
DIN: 00002908  
Place: Mumbai  
Date: 09.08.2022

Sd/-  
Rahul M. Jhavar  
(Director)  
DIN: 07590581



## CORPORATE GOVERNANCE REPORT

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2022, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The "Listing Regulations").

Corporate Governance is modus operandi of governing a corporate entity which includes a set of systems, procedures and practices which ensure that the Company is managed in the best interest of all corporate stakeholders i.e. shareholders, employees, suppliers, customers and society in general. Fundamentals of Corporate Governance include transparency, accountability, reporting and independence. For accomplishment of the objectives of ensuring fair Corporate Governance, the Government of India has put in place a framework based on the stipulations contained under the Companies Act, SEBI Regulations, Accounting Standards, Secretarial Standards, etc. The Company also believes that its systems and procedures will enhance corporate performance and maximize shareholder value in the long term

### **COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company's governance philosophy is based on trusteeship, transparency and accountability. As a corporate citizen, our business fosters a culture of ethical behavior and disclosures aimed at building trust of our stakeholders. The Company's Code of Business Conduct and Ethics, Internal Code of Conduct for Regulating, Monitoring and Reporting of Trades by Insiders and the Charter-Business for Peace are an extension of our values and reflect our commitment to ethical business practices, integrity and regulatory compliances.

The Company's governance framework is based on the following principles:

- ✓ Appropriate composition and size of the Board, with each member bringing in expertise in their respective domains;
- ✓ Timely disclosure of material operational and financial information to the stakeholders;
- ✓ Availability of Information to the members of the Board and Board Committees to enable them to discharge their fiduciary duties;
- ✓ Systems and processes in place for internal control; and
- ✓ Proper business conduct by the Board, Senior Management and Employees.

### **BOARD OF DIRECTORS:**

As on 31st March, 2022, the Company's Board of Directors comprised of 5 (Five) directors of which 3 are Non- Executive Independent Directors and 2 are Executive Director. Mr. Mahesh Jhawar is the Whole Time Director of the Company. The Board also met the requirement of Woman Director as prescribed under Listing Regulations, 2015. The Board also met the requirement of Woman Director as prescribed under Listing Regulations, 2015.

The Board has received confirmation from the Non- Executive and Independent Directors that they qualify to be considered as independent as per the definition of 'Independent Director' stipulated in Regulation 16(1)(b) of the Listing Regulations and Section 149(6) of the Companies Act, 2013 (hereinafter called "the Act").

The number of directorships and committee Chairmanships/Memberships held by the Directors in other public listed companies as on March 31, 2022 are given below.

### **COMPOSITION OF BOARD AS ON 31<sup>ST</sup> MARCH, 2022**

Sr. No.	Name of Directors	Designation	No. of Other Directorship in Listed Public Cos.	No. of equity shares held in Co.	Member/ Chairperson of the committee(s)	
					Member	Chairman
1	Mahesh S. Jhawar (DIN:00002908)	WTD & Chairman	1	18,23,865	-	-
2	Rahul M. Jhawar (DIN:07590581)	Executive Director & CFO	0	78,900	-	-
3	Natwar N. Agarwal (DIN:08170211)	Independent Director	0	-	2	2
4	Niyati K. Shah (DIN:02171577)	Independent Director	0	-	2	-
5	Arpit Tibrewala (DIN:08679570)	Independent Director	0	-	2	-

Directorships mentioned as above do not include directorships of Private Limited Companies, Companies under Section 8 of the Act and of companies incorporated outside India.

Positions in only the Audit Committee and Stakeholders' Relationship Committee are considered for the purpose of reckoning the number of Chairmanships and Memberships held by the Directors.

None of the Non-Executive Independent Directors has any material pecuniary relationship or transactions with the Company, other than the commission and sitting fees received by them for attending the meetings of the Board and its Committee(s) and professional fees received by the firm in which a Director is a partner.



# DHANLAXMI COTEX LIMITED

- ✓ None of the Directors hold directorships in more than twenty Companies of which Directorship in Public Companies does not exceed ten in line with the provisions of Section 165 of the Act.
- ✓ None of the Directors hold membership of more than ten Committees of Board, nor, is a Chairman of more than five Committees across Board of all listed entities.
- ✓ No Director holds Directorship in more than seven listed entities.
- ✓ None of the Independent Director holds the position of the Independent Director in more than seven listed companies as required under the Listing Regulations.
- ✓ None of the Director has been appointed as an Alternate Director for Independent Director.
- ✓ The information provided above pertains to the following committees in accordance with the provisions of Regulation 26(1) (b) of the Listing Regulations: (i) Audit Committee; and (ii) Stakeholders Relationship Committee.
- ✓ The Committee Membership and Chairmanship above excludes Membership and Chairmanship in Private Companies, Foreign Companies and Section 8 Companies.
- ✓ None of the Independent Directors are related with each other.

## **GOVERNANCE STRUCTURE**

The Corporate Governance Structure at Dhanlaxmi Cotex Limited (DCL) is as under:-

**Board of Directors:** The Board is entrusted with the ultimate responsibility of the management, directions and performance of the Company. As its primary role is fiduciary in nature, the Board provides leadership, strategic guidance, objective and independent view to the Company's management while discharging its responsibilities, thus ensuring that the management adheres to ethics, transparency and disclosure.

**Committees of the Board:** The Board has constituted the following committees viz. Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee. Each of said Committee has been managed to operate within a given framework.

### **The Chairman Whole Time Director**

Mr. Mahesh Sohanlal Jhawar is the Chairman and Whole Time Director of the Company. His primary role is to provide leadership to the Board in achieving goals of the Company. He is responsible for transforming the Company into a successful organization. He is responsible, inter-alia, for the working of the Board and for ensuring that all relevant issues are placed before the Board and that all Directors are encouraged to provide their expert guidance on the relevant issues raised in the meetings of the Board. He is also responsible for formulating the corporate strategy along with other members of the Board of Directors. His role, inter alia, includes:

- Provide leadership to the Board and preside over all Board and General Meetings.
- Achieve goals in accordance with Company's overall vision.
- Ensure that Board decisions are aligned with Company's strategic policy.
- Ensure to place all relevant matters before the Board and encourage healthy participation by all Directors to enable them to provide their expert guidance.
- Monitor the core management team.

**Non-Executive Directors (including Independent Directors)** play a critical role in balancing the functioning of the Board by providing independent judgments on various issues raised in the Board Meetings like formulation of business strategies, monitoring of performances, etc. Their role, inter- alia, includes:

- Impart balance to the Board by providing independent judgment.
- Provide feedback on Company's strategy and performance.
- Provide effective feedback and recommendations for further improvements.

### **Disclosure of relationships between Directors inter-se**

None of the Independent Directors are related with each other. Mr. Mahesh Sohanlal Jhawar and Mr. Rahul Mahesh Jhawar are sharing relationship of Farther and Son.

### **Number of Shares and Convertible Instruments held by Non-Executive Directors**

None of the Non-Executive Directors holds any shareholding in the Company.

## **BOARD MEETINGS:**

The Company holds at least four Board meetings in a year, one in each quarter, inter-alia, to review the financial results of the Company. The Company also holds additional Board Meetings to address its specific requirements, as and when required. All the decisions and urgent matters approved by way of circular resolutions are placed and noted at the subsequent Board meeting.

The Company circulates the agenda along with comprehensive notes well in advance before each meeting which, inter-alia, includes the following:



# DHANLAXMI COTEX LIMITED

- Quarterly/Half Yearly/Annual financial results of the Company.
- Minutes of various committees of the Board.
- Regulatory notices/judgment/order being material in nature.
- Approvals on the sale of investments/assets of material nature etc.

During the financial year 2021-22, 5 (Five) Board Meetings were held. The maximum gap between two Board meetings was less than one hundred and twenty days.

The Board Meetings were held on 09.06.2021, 26.06.2021, 11.08.2021, 12.11.2021 and 10.02.2022.

The details of the attendance of the Board of Directors at the Board Meetings and the last Annual General Meeting (AGM) are as detailed herein below:

Name of the Directors	No. of Board Meetings held	Entitlement to attend	No. of Board Meetings attended	Whether last AGM attended
Mr. Mahesh S. Jhawar	5	5	5	Yes
Mr. Rahul M. Jhawar	5	5	5	Yes
Late Smt. Laxmi M. Jhawar *	5	5	2	NA
Mr. Natwar N. Agarwal	5	5	5	Yes
Mrs. Niyati K. Shah	5	5	5	Yes
Mr. Arpit Tibrewala	5	5	5	Yes

Note: \* Ceased w.e.f. 24.07.2021 due to death

## **EVALUATION OF INDEPENDENT DIRECTORS AND BOARDS PERFORMANCE**

The Board evaluated each of Independent Directors participation in the Board and their experience and expertise contributes to the Board and Company. Each and every related party transaction is very well scrutinized and checks were made so that the Company is a beneficiary.

## **BOARD INDEPENDENCE**

The Non-Executive Independent Directors fulfill the conditions of Independence as specified in Section 149 of Companies Act, 2013 and Rules made there under and to meet with requirements of Regulation 16(b) of Listing Regulations. Further, none of the Independent Director is serving more than seven listed companies. In case he/she is serving as a Whole-Time Director in any listed Company, does not hold the position of Independent Director in more than three listed companies. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and the Listing Regulations has been issued and draft of the same has been disclosed on website of the Company.

## **SEPARATE MEETING OF INDEPENDENT DIRECTOR**

The meeting of Independent Directors was scheduled on 29<sup>th</sup> March, 2022 and all Independent Directors attended the meeting.

It was noted that the performance of Non-Independent Directors and the Board as a whole; the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors; and the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

## **FAMILIARIZATION PROGRAM**

The Company has taken up the initiative to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the company operates, business model of the Company, etc. The detail of such familiarization program has been disclosed on the company's website.

## **ROLES, RESPONSIBILITIES AND DUTIES OF THE BOARD**

The duties of Board of Directors have been enumerated in Listing Regulations, Section 166 and Schedule IV of the said Act (Schedule IV is specifically for Independent Directors). There is a clear demarcation of responsibility and authority amongst the Board of Directors.

## **INFORMATION PLACED BEFORE THE BOARD**

The Company provides the information as set out in Regulation 17 read with Part "A" of Schedule II of Listing Regulations and such other information as required to the Board and the Board Committees to the extent it is applicable and relevant. Such information is submitted either as part of the agenda papers in advance of the respective meetings or by way of presentations and discussions during the meeting.

## **MINUTES OF THE MEETING**

The draft Minutes of the proceedings of the Meetings are circulated amongst the Members of the Board / Committees



# DHANLAXMI COTEX LIMITED

generally within 15 days of respective meetings. The Comments and suggestions, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairman. The Minutes are confirmed by the Members and signed by the Chairman of such meeting at any time before the next meeting is held or by the Chairman of the next Board / Committee Meetings. All Minutes of the Committee Meetings are placed before the Board Meeting for perusal and noting.

## **POST MEETING MECHANISM**

The important decisions taken at the Board/Committee meetings are communicated to the concerned department/s and/or division.

## **BOARD DIVERSITY POLICY**

The Company has a Board approved policy on Board diversity. The objective of the policy is to ensure that the Board comprises of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The Board composition, as at present, broadly meets with the above objective.

## **DETAILS OF DIRECTOR APPOINTED AND RE-APPOINTED DURING THE YEAR:**

The details of Director re-appointed in the ensuing Annual General Meeting has been given in the 'Notice' calling the 35th Annual General Meeting of the Company.

## **CODE OF CONDUCT**

The Company has framed and adopted a Code of Conduct, which is applicable to all the directors and members of the senior management in terms of Regulation 17(5)(a) of SEBI (LODR) Regulations, 2015. The said code, lays the general principles designed to guide all directors and members of the senior management in making ethical decisions. All the Directors and members of the senior management have confirmed their adherence to the provisions of the said code.

## **PRESENT DIRECTORSHIP IN OTHER COMPANIES AND COMMITTEE POSITION INCLUDING DHANLAXMI COTEX LTD AS ON 31.03.2022**

Name of Director(s)	No. of Directorship held in Public listed Cos. (Incl. DCL)	Directorship held in Public Listed Companies and Committee Position(s)		
		Name of the Company	Listed or Unlisted	Name of Committee(s) and Designation
Mr. Mahesh Jhawar	2	Dhanlaxmi Cotex Ltd (WTD & Chairman) Dhanlaxmi Fabrics Ltd (Director)	Listed Listed	-
Mr. Rahul Jhawar	1	Dhanlaxmi Cotex Ltd (Non-Executive Director)	Listed	-
Mr. Natwar Nagarmal Agarwal	1	Dhanlaxmi Cotex Ltd (Independent Director)	Listed	AC - Chairman SRC - Chairman NRC - Chairman
Ms. Niyati Ketan Shah	1	Dhanlaxmi Cotex Ltd (Independent Director)	Listed	AC - Member SRC - Member NRC - Member
Mr. Arpit Tibrewala	1	Dhanlaxmi Cotex Ltd (Independent Director)	Listed	AC - Member SRC - Member NRC - Member

It does not include Alternate Directorship, Directorship in Foreign Companies, Companies registered under Section 8 of the Companies Act, 2013 and Private Limited Companies.

## **SKILL/ EXPERTISE/ COMPETENCE OF THE BOARD OF DIRECTORS**

The Board comprises qualified members who bring in the required skill, competence and expertise that allow them to make effective contribution to the Board and its Committees.

The table below summarizes the list of core skills/expertise/competencies identified by the Board of Directors desired in the context of the business(es) and sector(s) of the Company for it to function effectively and those actually available with the Board:

Skill area	Description	No. of Directors having particular skills
Financials	Knowledge and understanding in Accounts, Finance, Banking, Auditing and Financial Control System	5
Leadership and Strategic	Ability to understand organization, processes, strategic planning and risk management, experience in developing talent, succession planning and driving change and long term	5



# DHANLAXMI COTEX LIMITED

Planning	growth.	
Legal and Governance	Ability to protect shareholders' interests and observe appropriate governance practices. Monitor risk and compliance management system including legal framework.	5
Corporate Governance	Experience in developing good governance practices, serving the best interests of all stakeholders, maintaining board and management accountability building long-term effective stakeholder engagements and driving corporate ethics and values.	5

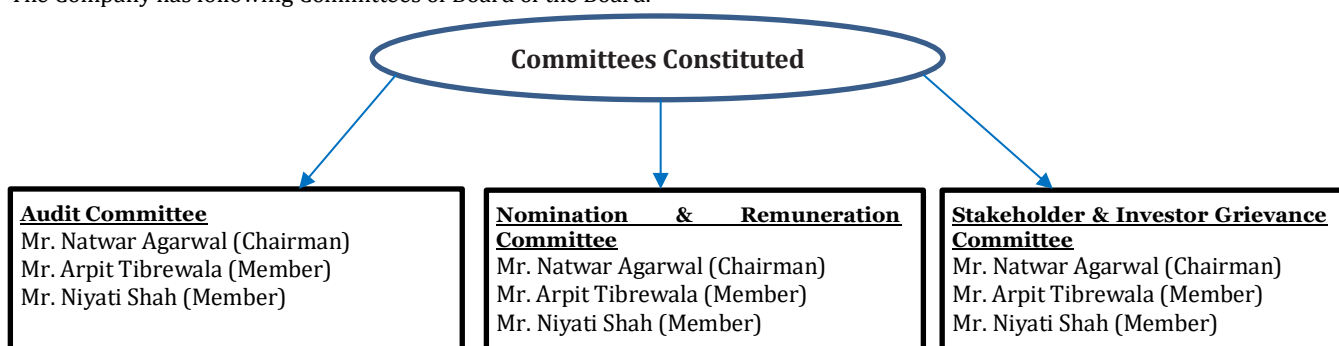
## **COMMITTEES OF THE BOARD AS ON 31.03.2022:**

The Board Committees focus on specific areas mentioned in their terms of reference and make informed decisions within the authority delegated to them. Each Committee of the Board is guided by its terms of reference. The Committees also make specific recommendations to the Board on various matters required. All observations, recommendations and decisions of the Committees are placed before the Board for its information or approval. All the minutes of committee meetings are placed before the Board for its noting. For better Corporate governance mechanism & robust flow of information between Executive and Independent Directors of the Company It has decided by the Board that only Independent Directors of the Board Member shall become a member of Board Committee/s and Chairman of such Committee/s.

The Company has following Committees of the Board namely Audit committee, Nomination and Remuneration committee, Stakeholder's Relationship Committee which enables the Board to deal with specific areas / activities that need a closer review and to have an appropriate structure to assist in the discharge of their responsibilities. The Board Committees meet at regular intervals and ensure to perform the duties and functions as entrusted upon them by the Board.

The terms of reference for each committee have been clearly defined by the Board. The minutes of the meetings and the recommendation, if any, of the committees are submitted to the Board for their consideration and approval.

The Company has following Committees of Board of the Board.



## **AUDIT COMMITTEE AT GLANCE:**

In order to align with the provisions of Section 177 of the Companies Act, 2013 and Listing Regulation with the Stock Exchanges. The terms of reference of the Audit Committee includes the following:

### **SCOPE AND FUNCTION:**

#### **The Broad terms of reference of the Audit Committee, inter alia, include:**

The terms of reference of the Committee are aligned with the terms of reference provided under Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations Para B of Part D of Schedule II of the Listing Regulations. Viz:

- Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial Statements are correct, sufficient and credible;
- Recommending the appointment, reappointment and removal of the external Auditors, fixation of Audit fee and approval for payment of any other services;
- Reviewing with management the Annual financial Statements before submission to the Board;
- Reviewing with the management and external Auditors, the adequacy of internal control systems;
- Reviewing the adequacy of Cost Audit function;
- Discussing with Cost Auditors any significant findings and follow up on such issues; vii. discussing with the external Auditors before the Audit commences on the nature and scope of Audit, as well as having post Audit discussion to ascertain the area of concern, if any;
- Reviewing the Company's financial and risk management policies; and
- Examining reasons for substantial default in the payment to Shareholders (in case of non-payment of declared dividends) and creditors, if any
- To review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Review the internal audit reports relating to internal control weaknesses;
- Scrutinize inter-corporate loans and investments;
- Review the functioning of the Whistle blower mechanism





# DHANLAXMI COTEX LIMITED

- m) Look after the risk assessment including fraud risk and risk guidelines governing the risk management process;
- n) Review compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015 with reference to events which were regarded as UPSI, whether such UPSI were shared in the manner expected, instances of leaks, if any, instance of breaches of the Code, efficiency of sensitization process, etc. at least once in a financial year and shall verify that the systems for internal control are adequate and are operating effectively.

In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

## **COMPOSITION**

Name of the Directors	No. of Meetings held	Entitlement to attend	No. of Meetings attended
Mr. Natwar Nagarmal Agarwal	5	5	5
Mrs. Niyati Ketan Shah	5	5	5
Mr. Arpit Tibrewala	5	5	5
Mr. Rahul Jhawar *	5	2	2

Note: \* Designation of Mr. Rahul S. Jhawar has been changed from Non-Executive Director to Executive Director w.e.f. 11.08.2021 and consequently Mr. Rahul S. Jhawar ceased to be a member of Audit Committee w.e.f. 11.08.2021.

Total (5) Five Audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows: The Board Meetings were held on 09.06.2021, 26.06.2021, 11.08.2021, 12.11.2021 and 10.02.2022. The necessary quorum was present for all the meetings.

## **STAKEHOLDERS' RELATIONSHIP COMMITTEE AT GLANCE:**

### **TERMS OF REFERENCE:**

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board re-named the then "Investors' Grievance Committee" as the "Stakeholders' Relationship Committee". The remit of the Committee is to consider and resolve the grievances of the security holders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the security holders from time to time.

The Stakeholders' Relationship Committee met 4 times during the financial year on 09.06.2021, 11.08.2021, 12.11.2021 and 10.02.2022. The necessary quorum was present for all the meetings.

## **COMPOSITION**

Name of the Directors	No. of Meetings held	Entitlement to attend	No. of Meetings attended
Mr. Natwar Nagarmal Agarwal	4	4	4
Mrs. Niyati Ketan Shah	4	4	4
Mr. Arpit Tibrewala	4	4	4
Mr. Rahul Jhawar *	1	1	1

Note: \* Designation of Mr. Rahul S. Jhawar has been changed from Non-Executive Director to Executive Director w.e.f. 11.08.2021 and consequently Mr. Rahul S. Jhawar ceased to be a member of Audit Committee w.e.f. 11.08.2021.

## **Details of investor complaints received and redressed during the year 2021-22 are as follows:**

Opening Balance	Received during the year	Resolved during the year	Closing Balance
0	0	0	0

## **NOMINATION AND REMUNERATION COMMITTEE AT GLANCE:**

During the year under review, the terms of reference of Nomination and Remuneration Committee were expanded in order to align them with the provisions of Section 178 of the Companies Act, 2013 and the Listing Regulations.

The composition of this Committee is in compliance with the requirements of Section 178 of the Companies Act, 2013 Para- A of Part D of Schedule II of the Listing Regulations and Regulation 19 of the Listing Regulations.

- 1 To formulate criteria for evaluation and evaluate the performance of every director, including the Independent Directors;
- 2 To identify and recommend to the Board, in accordance with the criteria as laid down, appointment/reappointment/removal of the Executive /Non-Executive Directors and the senior management of the Company;
- 3 Recommend to the board appointment of key managerial personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this committee).
- 4 Carry out evaluation of every director's performance and support the board and independent directors in evaluation of the performance of the board, its committees and individual directors.
- 5 This shall include "formulation of criteria for evaluation of independent directors and the Board"
- 6 On an annual basis, recommend to the board the remuneration payable to the directors and oversee the remuneration to executive team or key managerial personnel of the Company.



# DHANLAXMI COTEX LIMITED

- 7 To monitor and handle any other matter relating to framing/administration of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999 or any amendments thereof;
- 8 Any other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.
- 9 Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.
- 10 Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria lay down, and recommend to the Board their appointment and removal. The company shall disclose the remuneration policy and the evaluation criteria in its Annual Report.

## **COMPOSITION**

Name of the Directors	No. of Meetings held	Entitlement to attend	No. of Meetings attended
Mr. Natwar Nagarmal Agarwal	2	2	2
Mrs. Niyati Ketan Shah	2	2	2
Mr. Arpit Tibrewala	2	2	2
Mr. Rahul Jhawar *	-	-	-

Note: \* Designation of Mr. Rahul S. Jhawar has been changed from Non-Executive Director to Executive Director w.e.f. 11.08.2021 and consequently Mr. Rahul S. Jhawar ceased to be a member of Audit Committee w.e.f. 11.08.2021.

The Nomination and Remuneration met 2 times during the financial year i.e. 11.08.2021 and 10.02.2022. The necessary quorum was present for the meeting.

## **REMUNERATION PAID TO DIRECTORS AND KMPS DURING THE PERIOD ENDED 31<sup>ST</sup> MARCH, 2022:**

Name of Directors	Salary	Commission	Sitting Fees	Contribution to Various Funds	Total (Rs. Lacs)
Mr. Mahesh Sohanlal Jhawar	60.00	-	-	-	60.00
Late Smt. Laxmi Mahesh Jhawar	-	-	-	-	-
Mr. Rahul Mahesh Jhawar	9.60	-	-	-	9.60
Mr. Natwar Nagarmal Agarwal	-	-	-	-	-
Ms. Niyati Ketan Shah	-	-	-	-	-
Mr. Arpit Tibrewala	-	-	-	-	-
Mr. Ganesh Singh	4.70	-	-	-	4.70
Ms. Khyati Namrut Modi	1.37	-	-	-	1.37

## **DISCLOSURES:**

During the period, there were no transactions materially significant with Company's promoters, directors or management or subsidiaries or their relatives that may have potential conflict with the interests of the Company at large.

**DETAILS OF NON-COMPLIANCE BY THE COMPANY, PENALTIES AND STRICTURES IMPOSED ON THE COMPANY BY STOCK EXCHANGES OR SEBI, OR ANY STATUTORY AUTHORITIES, ON ANY MATTER RELATED TO CAPITAL MARKETS DURING LAST THREE YEARS: NIL**

## **LISTING FEES AND CUSTODIAN FEES:**

The Company's Shares are listed on Bombay Stock Exchange; the Company has paid the Listing Fees for F.Y. 2022-23. The Company has also paid necessary custodian fees to the CDSL and NSDL.

## **DETAILS OF SUBSIDIARY AND ASSOCIATE COMPANIES:**

The Company does not have Subsidiary, Associates Company and Joint Venture.

## **PREVENTION OF INSIDER TRADING:**

The Company has adopted an Insider Trading Policy to regulate, monitor and report trading by insiders under the SEBI (Prevention of Insider Trading) Regulation, 2015 and the same is available on the Company's website [http://dcl.net.in/pdf/policies/insider\\_trading.pdf](http://dcl.net.in/pdf/policies/insider_trading.pdf). This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

## **RELATED PARTY TRANSACTIONS & MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:**

All transactions entered into with related parties as defined under the Companies Act, 2013 during the financial year, were in the ordinary course of business and on an arm's length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013. There were no materially significant transactions with the related parties during the financial year, which were in conflict with the interest of the Company. The requisite details under Form AOC-2 in Annexure - B have been provided elsewhere in this Report. Suitable disclosure as required by the Accounting Standard (Ind-AS 24) has been made in the notes to the Financial Statements.



# DHANLAXMI COTEX LIMITED

All Related Party Transactions are placed before the Audit Committee for approval. Omnibus approval was obtained on a yearly basis for transactions which are of repetitive nature. The Audit Committee and the Board consider periodically the statement of related party transactions in detail together with the basis at their meetings and grant their approval. However, these transactions are not likely to have any conflict with the interest of the Company and are not materially significant.

The Policy on materiality of and dealing with Related Party Transactions as approved by the Board is uploaded on the website of the Company and is accessible at the website of the Company. None of the Directors has any pecuniary relationship or transactions vis-à-vis the Company except remuneration and sitting fees.

As required by the IND AS-24, the details of related party transactions are given in Note to the notes on financial statements for the Financial Year 2021-22, forming part of Accounts.

## **CEO AND CFO CERTIFICATION:**

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the CEO and CFO certification is provided in this Annual Report.

## **OTHER DISCLOSURES:**

Particulars	Legal requirement	Details	Website link for details/policy
Related Party Transactions	Regulation 23 of SEBI Listing Regulations and as defined under the Act	There were no material significant related party transactions during the year that have conflict with the interest of the Company. Transactions entered into with related parties during the financial year were in the ordinary course of business and at arm's length basis and were approved by the Audit Committee. The Board's approved policy for related party transactions is uploaded on the website of the Company. (Related Party Transaction Policy).	<a href="http://dcl.net.in/pdf/policies/Related%20Party%20Transactions.pdf">http://dcl.net.in/pdf/policies/Related%20Party%20Transactions.pdf</a>
Whistle Blower Policy and Vigil Mechanism	Regulation 22 of SEBI Listing Regulations	The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been uploaded on the website of the Company (Whistle Blower Policy).	<a href="http://dcl.net.in/pdf/policies/Whistle%20Blower%20Policy.pdf">http://dcl.net.in/pdf/policies/Whistle%20Blower%20Policy.pdf</a>
Subsidiary Companies	Regulation 24 of SEBI Listing Regulations	The Audit Committee reviews the quarterly financial statements of the Company. The Company does not have any material unlisted Indian subsidiary company. The Company has a policy for determining material subsidiaries which is disclosed on its website (Material Subsidiary).	<a href="http://dcl.net.in/pdf/policies/Material%20Subsidiary.pdf">http://dcl.net.in/pdf/policies/Material%20Subsidiary.pdf</a>
Policy on determination of materiality for disclosures	Regulation 23 of SEBI Listing Regulations	The Company has adopted a policy on determination of materiality of events for disclosures (Determining Materiality of Events).	<a href="http://dcl.net.in/pdf/policies/policy_dms.pdf">http://dcl.net.in/pdf/policies/policy_dms.pdf</a>
Policy on archival and preservation of documents	Regulation 9 of SEBI Listing Regulations	The Company has adopted a policy on archival and preservation of documents (Preservation of Documents).	<a href="http://dcl.net.in/pdf/policies/Preservation%20of%20Documents%20&amp;%20Archival%20Policy.pdf">http://dcl.net.in/pdf/policies/Preservation%20of%20Documents%20&amp;%20Archival%20Policy.pdf</a>
Code of Conduct	Regulation 17 of SEBI Listing Regulations	The members of the Board and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them during the year ended March 31, 2021. The Annual Report of the Company contains a certificate by the Managing Director, on the compliance declarations received from Directors and Senior Management (EIL Code of Conduct & Ethics).	<a href="http://dcl.net.in/pdf/policies/code_dir2.pdf">http://dcl.net.in/pdf/policies/code_dir2.pdf</a>
Terms of Appointment of Independent Directors	Regulation 46 of SEBI Listing Regulations and Section 149 read with Schedule IV of the Act	Terms and conditions of appointment of Independent Directors are available on the Company's website. (Terms of appointment of Independent Director).	<a href="http://dcl.net.in/pdf/policies/Terms%20and%20Conditions.pdf">http://dcl.net.in/pdf/policies/Terms%20and%20Conditions.pdf</a>

## **DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**



# DHANLAXMI COTEX LIMITED

The Company is committed to provide all its employees an environment free of gender based discrimination. In furtherance of this commitment, the Company strives to provide all its employees with equal opportunity and conditions of employment, free from gender based coercion, intimidation or exploitation. The Company is dedicated to ensure enactment, observance and adherence to guidelines and best practices that prevent and prosecute commission of acts of sexual harassment.

- Number of complaints filed during the financial year 2021-22 - NIL
- Number of complaints disposed of during the financial year 2021-22 - NIL
- Number of complaints pending as on end of the financial year 2021-22 - NIL

## **MANAGEMENT DISCLOSURES:**

The Senior Management personnel have made disclosures to the Board relating to all material financial and commercial transactions, if any, where they may have personal interest that may have a potential conflict with the interest of the Company at large. Based on the disclosures received, none of the Senior Management personnel has entered into any such transactions during the year.

## **DETAILS OF COMPLIANCE WITH MANDATORY REQUIREMENTS AND ADOPTION OF THE NON-MANDATORY REQUIREMENT UNDER THIS CLAUSE**

The Company is in Compliance with all mandatory requirements of Listing Regulations. In addition Company has also adopted the following Non-mandatory requirements to the extent mentioned below:

Certificate as required under Part C of Schedule V of Listing Regulations, have been received from M/s. Pankaj Trivedi & Co., Practicing Company Secretaries, that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.

## **PARTICULARS OF STATUTORY AUDITOR:**

Total Fees for all services paid by the listed entity to the statutory auditor:

Total fees for financial Year 2021-22, for all services as mentioned below, was paid by the Company to the Statutory Auditor and all entities in the network firm/network entity of which the statutory auditor is a part.

<b>PAYMENT TO AUDITORS</b>	<b>Total</b>
Statutory Audit Fees	40,000/-
Internal Auditor Fees	1,17,300/-
Tax Audit Fees	20,000/-
Other Fees	-
<b>Total</b>	<b>1,77,300/-</b>

Total fees for all services paid by the Company to the statutory auditor are provided in the Notes to Standalone Financial Statements forming part of this Annual Report. The Statutory Auditors have not provided any services to the subsidiaries of the Company.

## **COMPLIANCE OF CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND REGULATION 46(2)(B) TO (I) OF LISTING REGULATIONS.**

Your Company confirms compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of the Listing Regulations.

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and clause (b) to (i) of sub-regulation (2) of Regulation 46 The discretionary requirements as stipulated in Part E of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, have been adopted to the extent and in the manner as stated under the appropriate headings in the Report on Corporate Governance

## **COMPLIANCE CERTIFICATE FROM AUDITORS ON CORPORATE GOVERNANCE**

Certificate from Secretary Auditors M/s. Pankaj Trivedi & Co., Company Secretary in Practice confirming compliance with the conditions of Corporate Governance as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

## **RECONCILIATION OF SHARE CAPITAL AUDIT REPORT (FORMERLY KNOWN AS SECRETARIAL AUDIT REPORT) AND CERTIFICATE OF COMPLIANCE WITH REGULATION 40(9) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The SEBI vide Circular No. CIR/MRD/DP/30/2010 dated 6th September, 2010 has modified the terminology of Secretarial Audit, as Reconciliation of Share Capital Audit. A qualified Practicing Company Secretary has carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL)



# DHANLAXMI COTEX LIMITED

and total issued and listed capital. The Reconciliation of Share Capital Audit (formerly known as Secretarial Audit Report) confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of Dematerialized shares held with NSDL and CDSL. The audit is carried out by M/s. Pankaj Trivedi & Co., Practicing Company Secretaries every quarter and report thereon is submitted to the Stock Exchanges along with half yearly Compliance Certificate as per Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and placed before the Board of Directors.

**DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT (UNCLAIMED SHARES): NIL**

**MANAGING DIRECTORS DECLARATION ON CODE OF CONDUCT AND ETHICS:**

The Board of Directors of the Company has laid down Code of Conduct and Ethics (The Code) for the Company's Directors and Senior Executives. All the Directors and the Senior Executives covered by the code have affirmed compliance with the code on an annual basis.

**GENERAL BODY MEETING:**

(i) Location, date and time of the Annual General Meetings held during the last three years held during the last year are given below:

Financial Year	Type of Meeting	Location	Meeting Date and Time
2020-2021	35 <sup>th</sup> AGM	Through VC/OAVM at 285, 2nd Floor, C.J. House, Princess Street, Mumbai-400 002	29/09/2021 10.30 a.m.
2019-2020	34 <sup>th</sup> AGM	Through VC/OAVM at 285, 2nd Floor, C.J. House, Princess Street, Mumbai-400 002	30/09/2020 01.00 p.m.
2018-2019	33 <sup>rd</sup> AGM	285, 2nd Floor, C.J. House, Princess Street, Mumbai-400 002	30/09/2019 11.30 a.m.

(ii) No Extra Ordinary General Meeting was held during the year.  
(iii) No Postal Ballot was conducted by during the year.

**MEANS OF COMMUNICATION:**

Effective communication of information is an essential component of Corporate Governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management – shareholder relations. The Company regularly interacts with its members through multiple channels of communication such as results announcement, annual reports, media releases, and Company's website and through green initiatives.

**GENERAL INFORMATION FOR MEMBERS**

**A. 36<sup>th</sup> Annual General Meeting**

Day & Date	Time	Venue
Saturday, 24 <sup>th</sup> September, 2022	11.30 a.m.	(Via Video- Conferencing / OAVM) 285, 2nd Floor, C.J. House, Princess Street, Mumbai-400 002

**B. Financial Calendar (2022-23)**

Particulars	Period
Financial Year	April 1, 2022 to March 31, 2023
<b>For consideration of Unaudited/Audited Financial Results</b>	
Results for quarter ending June 30, 2022	On or before August 14, 2023
Results for quarter ending September 30, 2022	On or before November 14, 2023
Results for quarter ending December 31, 2022	On or before February 14, 2023
Results for quarter ending March 31, 2023	On or before May 30, 2023
AGM for the year ending March 31, 2023	On or before September 30, 2023

**C. Book Closure Date**

The Company's Share Transfer Books and Register of Members of equity shares shall remain closed from the 17.09.2022 to 24.09.2022 (Both days inclusive)

**D. Share Transfer System**

Share transfers in physical form are processed by the Registrar and Transfer Agents, Bigshare Services Private Limited and are approved by the Stakeholders Relationship Committee of the Company or the authorized signatories of the Company. Share transfers are registered and returned within 15 days from the date of lodgment if documents are complete in all respects. The depository system handles share transfers in dematerialized form.



# DHANLAXMI COTEX LIMITED

- E. **Dividend Payment Date:** Not Applicable.
- F. a. Listing of Equity Shares: Bombay Stock Exchange  
b. Listing fee is paid to the Bombay stock exchange Limited.
- G. a. BSE Script Code: **512485**  
b. Demat ISIN Numbers in NSDL & CDSL **INE977F01010** for Equity Shares.

## H. **Dematerialization of Shares**

The Company's shares are compulsorily traded in dematerialized form and are available for trading on both the depositories, viz, National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). Percentages of Shares held in physical and dematerialized form as on 31st March, 2022 are as follows:

Mode	No. of Shares	% Shares
Physical Form	4,92,300	10.11%
With NSDL	66,504	1.37%
With CDSL	43,12,546	88.53%
<b>Total</b>	<b>48,71,350</b>	<b>100%</b>

## I. **Market Price Sensitive Information:**

The monthly 'high' and 'low' closing prices of the shares traded during the period from April 2021 to March 2022 on BSE are given below:

Month	High Price	Low Price	Close Price	No. of Shares
Apr-21	12.43	12.43	12.43	5
May-21	12.45	12.45	12.45	7
Jun-21	11.84	11.84	11.84	4
Jul-21	13.70	11.81	13.70	17835
Aug-21	23.38	14.38	23.38	132
Sep-21	52.80	24.50	52.80	164
Oct-21	146.10	55.40	145.50	33709
Nov-21	211.65	107.60	107.60	23044
Dec-21	115.00	72.70	79.80	23649
Jan-22	102.50	73.20	88.80	9763
Feb-22	12.43	12.43	12.43	5
Mar-22	12.45	12.45	12.45	7

## J. **Shareholding Pattern Of The Company As On 31st March, 2022**

Category	No. of Shares held	% of Shareholding
<b>A. Promoter's Holding</b>		
<b>1. Promoters</b>		
- Indian Promoters	31,94,055	65.57%
- Foreign Promoters	0	0.00%
<b>2. Persons acting in concert</b>	0	0.00%
<b>Sub - Total</b>	<b>31,94,055</b>	<b>65.57%</b>
<b>B. Non-Promoter's Holding</b>		
<b>3. Institutional Investors</b>	0	0.00%
a) Mutual Funds and UTI	0	0.00%
b) Banks, Financial Institutions, Insurance Cos.	5000	0.10%
c) Central/State Govt. Institutions / Non-Government Institutions)	0	0.00%
<b>C. FII's</b>		
<b>Sub - Total</b>	<b>5000</b>	<b>0.10%</b>
<b>4. Others</b>		
a) Private Corporate Bodies	7,70,565	15.82%
b) Indian Public & Huf	9,01,355	18.50%
c) NRI's	0	0.00%
d) OCB's	0	0.00%
e) Cl. member	375	0.01%
<b>Sub-Total</b>	<b>16,72,295</b>	<b>34.33%</b>
<b>Grand Total</b>	<b>48,71,350</b>	<b>100.00%</b>





# DHANLAXMI COTEX LIMITED

## K. Distribution of shareholding as on 31st March, 2022

No. of Shares held	No. of Shareholders	% to total Shareholders	In Rs.	% to total Shares
Up to 500	1770	96.88	358984	7.37
501 - 1000	14	0.76	10334	0.217
1001-2000	18	0.99	30135	0.62
2001-3000	1	0.05	2500	0.052
3001-5000	3	0.16	15000	0.31
5001-10000	2	0.11	15300	0.31
10,001 and above	19	1.04	4439097	91.13
<b>TOTAL</b>	<b>1827</b>	<b>100.00</b>	<b>4871350</b>	<b>100.00</b>

### SHARE CAPITAL AUDIT

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the total issued and listed capital of the Company. The certificate received from the Practicing Company Secretary is submitted to BSE and is also placed before the Stakeholder Relationship Committee on a quarterly basis.

### SHARE TRANSFER / TRANSMISSION SYSTEM & PROCESS

Transfer of shares in physical form is processed by the Company's Registrars & Transfer Agents (RTA) generally within fifteen days from the date of receipt, provided the transfer/transmission in physical form after they are processed by the RTA are submitted to the Company for the necessary approval.

The Chairman transfer/transmission requests received in physical form from time to time. Investors may kindly take note that SEBI has mandated that in case of securities market transactions and off market/private transactions involving transfer of shares of a listed company in physical mode, it shall be compulsory for the transferee(s) to furnish a copy of the PAN card to the Company/RTA, together with the transfer documents for registering transfer of such shares.

### MEANS OF COMMUNICATION

At Dhanlaxmi Cotex Limited effective communication of information is an essential component of Corporate Governance. It is the process of sharing information, ideas, thoughts, opinions and plans to all stakeholders which promotes management – shareholder relations. The Company regularly interacts with its members through multiple channels of communication such as results announcement, annual reports, media releases, and Company's website and through green initiatives.

Intimation to Stock Exchange -Your Company believes that all the stakeholders should have access to adequate information about the Company. All information, which could have a material bearing on the share prices, is released at the earliest to the BSE in accordance with the requirements of listing agreement.

**Company's Website** - The Financial Results was also displayed on the Company's website [www.dcl.net.in](http://www.dcl.net.in) the Company also keeps on updating its website with other relevant information, as and when required. The company did not make any official news releases nor made any presentations to the institutional investors or analysts, during the period under review.

**Newspapers Publications** - The Financial Results and other Communications of the Company were normally published in 2 papers i.e. English and Marathi.

**Annual Report**- Annual Report containing, inter alia, the Standalone Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members of the Company prior to the AGM. The Report on Management Discussion and Analysis forms part of the Annual Report. The Annual Report of the Company is also available on the website of the Company in a user friendly and downloadable format.

#### **M/s Big Share services Pvt Ltd**

CIN: U99999MH1994PTC076534  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis, Makwana Road,  
Mumbai, Maharashtra, 400002  
Board No. 022 40430200 | Direct: 022-40430295  
Email id: investor@bigshareonline.com

#### **M/s. Dhanlaxmi Cotex Limited**

CIN: L51100MH1987PLC042280  
Regd. Off: 285, Chatrabhuj Jivandas House,  
2nd Floor, Princess Street, Maharashtra  
Tel No. 022-49764268 / 23 / 22 / 21,  
Email: dcotex1987@gmail.com

#### **By Order of the Board of Directors**

Sd/-  
**Mahesh S. Jhavar**  
(Whole Time Director)  
DIN: 00002908  
Place: Mumbai  
Date: 09/08/2022

Sd/-  
**Rahul M. Jhavar**  
(Director)  
DIN: 07590581



# DHANLAXMI COTEX LIMITED

## **CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE**

To,  
The Members of  
Dhanlaxmi Cotex Limited

### **INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

This certificate is issued in accordance with the terms of our engagement with Dhanlaxmi Cotex Limited (the 'Company').

We have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on March 31, 2022, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations')

### **MANAGEMENT'S RESPONSIBILITY**

The compliance of conditions of Corporate Governance is the responsibility of the Management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of Corporate Governance stipulated in the Listing Regulations.

### **AUDITOR'S RESPONSIBILITY**

Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the 'ICAI'), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

### **OPINION**

Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of the Listing Regulations during the year ended March 31, 2022.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For M/s. Gohel and Associates LLP**  
**(Chartered Accountants)**  
**UDIN: 22152864AJOCLW6439**

**Sd/-**  
**Abhay M. Gohel**  
**(Partner)**  
**FRN: W100162**  
**Mem No: 152864**  
**Place: Mumbai**  
**Date: 25/05/2022**



# DHANLAXMI COTEX LIMITED

## **CEO/CFO Certification**

### **Compliance Certificate under Regulation 17(8) of SEBI (LODR) Regulation, 2015**

I, Mahesh Jhawar, Whole Time Director of the Company & Ganesh Singh, Chief Financial Officer of Company, have reviewed the financial statements and the cash flow statement for the year ended 31.03.2022 and that to the best of our knowledge and belief:

- (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (b) These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

We have indicated to the Auditors and the Audit Committee

- (a) Significant changes in internal control over financial reporting during the year;
- (b) Significant changes in accounting policies during the year and that the same have been disclosed in the Notes to the financial statements; and
- (c) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

**For and on behalf of the Board**

Sd/-  
Mahesh S. Jhawar  
(WTD - 00002908)  
Place: Mumbai  
Date: 25.05.2022

Sd/-  
Rahul Jhawar  
(CFO - 07590581)

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### **CERTIFICATE FOR ADHERENCE TO THE CODE OF CONDUCT** **(PURSUANT TO REGULATION 17(8) OF SEBI (LODR) REGULATIONS, 2015]**

Declaration by the Director

In accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, of the listing agreement with the stock exchange, I hereby confirm that, all the Directors and senior management personnel of the Company to whom the code of conduct is applicable have affirmed the compliance of the said code during the financial year ended March 31 2021.

**For and on behalf of the Board**

Sd/-  
Mahesh S. Jhawar  
(Chairman & WTD)  
Place: Mumbai  
Date: 25.05.2022



# DHANLAXMI COTEX LIMITED

## **CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,  
**The Members**  
**Dhanlaxmi Cotex Limited**  
285, Chatrabhuj Jivandas House,  
2nd Floor, Princess Street, Mumbai - 400002,

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. Dhanlaxmi Cotex Limited having CIN L51100MH1987PLC042280 and having registered office at 285, Chatrabhuj Jivandas House, 2nd Floor, Princess Street, Mumbai - 400002 and (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officer, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>DIN</b>	<b>Name of Director(s)</b>	<b>Date of Appointment in Company</b>
1	00002908	Mahesh Sohanlal Jhawar	19/01/1987
2	02171577	Niyati Ketan Shah	09/08/2019
3	07590581	Rahul Mahesh Jhawar	09/08/2019
4	08170211	Natwar Nagarmal Agarwal	09/07/2018
5	08679570	Arpit Tibrewala	07/02/2020

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Pankaj Trivedi & Co.,**  
**(Practicing Company Secretary)**  
**UDIN: A030512D000766038**

Sd/-  
**Pankaj Trivedi**  
**Proprietor**  
**C P No.: 15301**  
**ACS No.: 30512**  
**Place: Mumbai**  
**Date: 09.08.2022**



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

### **ANNUAL OVERVIEW, OUTLOOK & COVID-19 IMPACT**

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31<sup>st</sup> March, 2022.

India to witness GDP growth of 8.0-8.5 per cent in 2022-23, supported by widespread vaccine coverage, gains from supply-side reforms and easing of regulations, robust export growth, and availability of fiscal space to ramp up capital spending.

The Union Minister for Finance & Corporate Affairs Smt. Nirmala Sitharaman tabled the Economic Survey 2021-22 in Parliament, which states that the year ahead is well poised for a pick-up in private sector investment with the financial system in a good position to provide support to the revival of economy. The growth projection for 2022-23 is based on the assumption that there will be no further debilitating pandemic related economic disruption, monsoon will be normal, withdrawal of global liquidity by major central banks will be broadly orderly, oil prices will be in the range of US\$70-\$75/bbl, and global supply chain disruptions will steadily ease over the course of the year.

Referring to First Advance Estimates, the Survey states that the Indian economy is estimated to grow by 9.2 per cent in real terms in 2021-22, after a contraction of 7.3 per cent in 2020-21. This implies that overall economic activity has recovered past the pre-pandemic levels. Almost all indicators show that the economic impact of the "second wave" in Q1 was much smaller than that experienced during the full lockdown phase in 2020-21, even though the health impact was more severe.

According to the Survey, Investment, as measured by Gross Fixed Capital Formation (GFCF) is expected to see strong growth of 15 per cent in 2021-22 and achieve full recovery of pre-pandemic level. Government's policy thrust on quickening virtuous cycle of growth via capex and infrastructure spending has increased capital formation in the economy lifting the investment of GDP ratio to about 29.6 per cent in 2021-22, the highest in seven years. While private investment recovery is still at a nascent stage, there are many signals which indicate that India is poised for stronger investment. A sturdy and cleaned-up banking sector stands ready to support private investment adequately.

### **INVESTMENT AND TRADING DIVISION (SECURITIES) AND INDUSTRY OVERVIEW**

The Management Discussion and Analysis have been included in consonance with the Code of Corporate Governance as approved by The Securities and Exchange Board of India (SEBI). Investors are cautioned that these discussions contain certain forward looking statements that involve risk and uncertainties including those risks which are inherent in the Company's growth and strategy. The company undertakes no obligation to publicly update or revise any of the opinions or forward looking statements expressed in this report consequent to new information or developments, events or otherwise.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the Company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may vary due to future economic and other future developments in the country.

The operational performance and future outlook of the business has been reviewed by the management based on current resources and future development of the Company.

Your Company is primarily engaged in dealing in securities and investments. The Equity Markets continued to have a bullish run since the beginning of FY2022. The 2nd wave of Covid did not have any substantial impact on the market run and the Sensex breached the 60,000 mark for the 1st time. Both Sensex and Nifty closed at an all-time high of 61,766 and 18,477 respectively in the month of October 2021. However, owing to tensions arising due to Russia Ukraine conflict, market witnessed a fall and Sensex went below 53,000. Subsequently, Sensex and Nifty regained most of the losses and closed at 58,569 and 17,465 levels respectively in March 2022. Indian stock markets outperformed most of the global peers and ended the financial year with the second best return in seven years.

As of January 2022, AUM managed by the mutual funds industry stood at Rs. 38.89 trillion (US\$ 518.15 billion) and the total number of accounts stood at 123.1 million. Inflow in India's mutual fund schemes via systematic investment plan (SIP) increased by 17% to Rs. 1.05 lakh crore (US\$ 13.98 billion) in November 2021 as compared to November 2020. Equity mutual funds registered a net inflow of Rs. 22.16 trillion (US\$ 294.15 billion) by end of December 2021.

Another crucial component of India's financial industry is the insurance industry. Insurance industry has been expanding at a fast pace. The total first-year premium of life insurance companies reached US\$ 37.1 billion in FY21. In FY22\*, premiums from new businesses of life insurance companies in India stood at US\$ 17.6 billion. In the first 10 months of FY22, Non-life insurance sector premiums reached at Rs. 1.82 lakh crore (US\$ 24.18 billion).

Furthermore, India's leading bourse, Bombay Stock Exchange (BSE), will set up a joint venture with Ebix Inc to build a robust insurance distribution network in the country through a new distribution exchange platform. In FY21, US\$ 4.25 billion was raised across 55 initial public offerings (IPOs). The number of companies listed on the NSE increased from 135 in 1995 to 1,920 by December 2021.

According to the statistics by the Futures Industry Association (FIA), a derivatives trade association, the National Stock Exchange of India Ltd. (NSE) emerged as the world's largest derivatives exchange in 2020 in terms number of contracts traded. NSE was ranked 4th worldwide in cash equities by number of trades as per the statistics maintained by the World Federation of



Exchanges (WFE) for CY2020. India is expected to have 6.11 lakh HNWI's in 2025.

The Company remains fully compliance with the guidelines and direction of both Central and State Government. The situation has caused uncertainty and impacted the collection and other operations of the Company. However with various remote working measures, the Company has been able to restore its normal operations except certain functions which require physical movement e.g. field level visits.

Due to (COVID-19) as a pandemic, financial market was downwards with reason to believe due to liquidity measure. Management have no liquidity shortage and reason to believe that valuation of stock down is temporary nature and it will likely to be raised soon due to fundamentals of stock are very good. Hence Valuation of stock had taken at Cost value. However corresponding effects of cost and market value have taken in OCI (other comprehensive income).

The Company has sufficient working capital to meet financial requirements. Though the cash position was challenging, with our limits and tight control over expenditure, the company will be able to serve its debt and other financing arrangement.

The Company has taken Cash flow control and overhead control measures to manage the operations, weekly review mechanism adopted to review accounts receivables and measures.

## **OPPORTUNITIES & THREATS**

### **Opportunities**

A growing economy, leading to higher investible surplus with families, growing financialization of household savings, leading its way to a growing pool of investments managed by institutional investors and corporate sectors' growth provide growing business opportunities for the Company. However, it is encountering game changing technological, regulatory, taxation and competitive disruptions

Stocks are one of the simplest investment opportunities to understand. When you buy shares of a publicly traded company, you're buying a piece of that company's future success (or failure). You make money as the stock price rises and lose money as it falls. Of course, stocks can get complicated fast. There are several ways to make money outside of selling a stock for a higher price than you paid for it. There are also different stock investing strategies, like growth investing, value investing, and dividend investing. You'll also need to consider buying individual shares or an index fund (or some combination of both).

This is one of the broadest opportunities in the stock market. There's enough diversity between companies and sectors to build a stable, diversified portfolio and grow your wealth. The performance of the stock market can be measured by the movement of indexes such as the Dow Jones Industrial Average and the S&P 500.

### **Threats**

A combination of concerns over high valuations, interest-rate hikes, and the emergence of a new Covid variant has led to foreign portfolio investors (FPIs) remaining net sellers of Indian equities.

Since October, FPIs have sold shares worth Rs 32,965 crore in the domestic market. Further, in December so far, the FPIs have pulled out Rs 17,696 crore.

The domestic currency continued to extend its weakness against the greenback amid heavy demand for the US dollar. The dollar index, which measures the currency against six major peers, stood at 96.629, not far from the peak at 96.938 reached last month. Investors, however, have turned cautious post the move as China was the first major economy to shake off the bulk of the pandemic's shock. But this year, especially since July, growth has been dragged down by muted consumer spending, Beijing's zero-tolerance policy for controlling subsequent outbreaks and tighter regulations, particularly on the real estate sector.

It's been almost two years since the Covid-19 pandemic began to disrupt economies across the globe. After seeing an unprecedented lock-down and disruption to economic activity in 2020, governments and central banks around the world responded swiftly with massive fiscal and monetary stimulus to counter this shock. Post a significant second wave in India in the early part of 2021 (the human impact was more severe than economic impact), we gradually started seeing a calibrated opening-up of the economy and healthy recovery in economic activity and corporate earnings. This helped several global markets including India to touch record highs, supported by the global liquidity surge.

However, inflation reared back to a near 40-year high in the US on the back of surge in commodity prices and supply chain disruptions. Inflation also started moving up across the other countries as well, which has led central banks around the world to start normalizing their monetary stimulus. 2021 has also been marked by the Covid vaccination drive globally as well as in India. This has helped boost the sentiment. Corporate earnings continued to surprise on the positive side and contributed to a strong market rally.

In FY21-22, we saw India's GDP contract by a record 7.3%, but Nifty EPS grew by a healthy 18%, contrary to earlier expectations of around 10% contraction in earnings growth. Despite the second wave in India, the earnings for FY22 and FY23 have not seen any significant downgrades and are anticipated to grow by ~25% and ~20% respectively. Therefore, these uptrends in corporate profitability cycle, helped by cost-cutting initiatives by corporates, have contributed to the positive market sentiment and rally, besides the global liquidity surge. However, with the sharp market rally, market valuations have also expanded in India and are presently at elevated levels (above the long-term average).





# DHANLAXMI COTEX LIMITED

With the globalization and electronic age, Indian stock market has changed over the past decade. The developments of high-tech and transparent markets with an increasingly wide geographic footprint have increased the number of trading avenues offering diverse pools of liquidity.

The opportunities for the Company are high purchasing power and people looking to more investment opportunities, growing rural market, earning urban youth, educating people about the benefits of investments to increase target audience, more penetration into the growing cities.

The threats are stringent economic measures by Government and RBI, entry of foreign finance firms in Indian market, increased competition to keep market share and margins under pressure, increased regulatory compliances affect margins and functioning.

For fiscal 2023, we will continue to execute our strategy along the same dimensions. The retail market segments we serve are faced with challenges and opportunities arising from the COVID-19 pandemic and its resulting impact on the economy. In our strategy, we will enable us to advise and help our clients as they tackle these market conditions. Especially in the areas of digitization of processes, migration to cloud based technologies, workplace transformation, and business model transformation.

Risks are integral to financial markets. However, it has been SEBI's continuous endeavor to reduce risks. As already mentioned, the company encounters risks posed by game changing technological, regulatory, taxation and competitive disruptions. Investments made by your company face market-related risks. Marked-to-market valuation of proprietary investments in compliance with Accounting Standards can have a meaningful impact on company's bottom line, beyond reasonable control of the management, as witnessed during FY20. As we were coming out of Covid-19 Pandemic, which posed a very different kind of risk for health of its employees and their families and business continuity, the war in Europe is causing business and market disruption, the kind of which we have not witnessed in recent decades. Uncertainty and volatility are at extremely elevated levels.

Efforts are being continuously made to make the Company withstand all such risks and grow. It has a diversified bouquet of service offerings to a cross section of customer base. Superior risk management measures have been put in place to reduce risk in broking business. Prudent asset allocation and selection of investment products in line with time horizon, dilutes risks in proprietary investments. A comprehensive risk evaluation methodology and processes for early identification and mitigation of all kinds of risks are also in place.

## **OUTLOOK**

The Outlook of the Company for the year ahead is to diversify risk and stabilize its asset quality. The Company is proactively responding to the changing business environment and is confident of sustaining its market share by improving competitive position in the market. The overall business outlook for the company is promising with improvement in overall economic environment. Efforts towards higher operational efficiencies shall continue. The company continues to examine the possibilities of expansion and will make the necessary investments when attractive opportunities arise.

For F.Y. 2021-22, the immediate focus shall be on the recovery of the outstanding and ensuring tighter control on the working capital and reigning in fixed costs to conserve cash. Overall, F.Y. 2021-22, is expected to be a tough year major focus shall be on cost cutting measures. Once we are through from the lock-down and the market reopens, the market is expected to bounce back.

### **1) Risks and concerns**

The Company is now concentrating on investment and trading in Securities. Competition in the market continues to have an impact on the Company's operational performance and also exerts pressure on the margins. The Company has exposures in stock market. DCL are exposed to specific risks that are particular to their respective businesses and the environments within which they operate, including market risk, high volatility risk, credit risk, liquidity and interest rate risk, human resource risk, operational risk, information security risks, regulatory risk and macro-economic risks. The level and degree of each risk varies depending upon the nature of activity undertaken by them.

**Market Risk:** The Company has quoted investments which are exposed to fluctuations in stock prices. GCM continuously monitors market exposure in equity and, in appropriate cases, also uses various derivative instruments as a hedging mechanism to limit volatility.

**Liquidity And Interest Rate Risk:** The Company is exposed to liquidity risk principally, because of lending and investment for periods which may differ from those of its funding sources. Management team actively manages asset liability positions in accordance with the overall guidelines laid down by various regulators. The Company may be impacted by volatility in interest rates in India which could cause its margins to decline and profitability to shrink. The success of the Company's business depends significantly on interest income from its operations. It is exposed to interest rate risk, both as a result of lending at fixed interest rates and for reset periods which may differ from those of its funding sources. Interest rates are highly sensitive to many factors beyond the Company's control, including the monetary policies of the RBI, deregulation of the financial sector in India, domestic and international economic and political conditions and, inflation. As a result, interest rates in India have historically experienced a relatively high degree of volatility.

The Company seeks to match its interest rate positions of assets and liabilities to minimize interest rate risk. However, there can be no assurance that significant interest rate movements will not have an adverse effect on its financial position.



## 2) Internal Control Systems and their adequacy

The Company's operating and business control procedures have been framed in order that they ensure efficient use of resources and comply with the procedures and regulatory requirements. The company has a proper and adequate system of internal controls to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and those transactions are authorized, recorded and reported correctly.

## 3) Human Resource Development

The Company believes that the human resources are vital resource in giving the company a competitive edge in the current business environment. The company's philosophy is to provide congenial work environment, performance oriented work culture, knowledge acquisition/ dissemination, creativity and responsibility. As in the past, the company enjoyed cordial relations with the employees at all levels.

The Company continues to accord the highest priority to health and safety of its employees and communities it operates in. The Company has been fully committed to comply with all applicable laws and regulations and maintains the highest standard of Occupational Health and Safety and ensures safer plants. We believe in good health of our employees.

Further, to prevent the spread of pandemic Covid-19, the Company has taken all precautionary measures required, such as social distancing, use of masks and sanitizers etc., at all its plant and construction sites as well as at office locations. Your Company is in full compliance of all Government directives issued in this behalf.

## 4) Subsidiary Company:

As there are no subsidiaries of the Company, Investment made in Subsidiaries is NIL.

## 5) Segment-Wise Performance:

The Company operates in single reported segment with main business of Finance and Share Trading activity.

## 6) Performance of the board and committees:

During the year under review, the performance of the Board & Committees and Individual Director(s) based on the below parameters was satisfactory:

- Most of the Directors attended the Board meeting;
- The remunerations paid to executive Directors are strictly as per the company and industry policy.
- The Independent Directors only received sitting fees.
- The Independent Directors contributed a lot in the Board and committee deliberation and business and operation of the company and subsidiaries based on their experience and knowledge and Independent views.
- Risk Management Policy was implemented at all critical levels and monitored by the Internal Audit team who places report with the Board and Audit committee.

## 7) Key Financial Ratios:

In accordance with the amended SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is required to give details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations thereof:

The Company has identified following ratios as key financial ratios:

Ratio Analysis	Numerator	Amt (In Lakh)	Denominator	Amt (In Lakh)	31.03.2022	31.03.2021	Remark
Current Ratio	Current Assets	2,887.42	Current Liabilities	91.08	31.70	227.38	The difference in the ratios is more than 25% between the two Financial years, the reason behind such a huge difference is during Financial year 2020-21, the Trade payables were almost NIL compared to the Financial Year 2021-22, where are the figure is Rs.26.06/-
Debt Equity Ratio	Total Liabilities	26.56	Shareholder's Equity	4,625.52	0.01	0.00	-



# DHANLAXMI COTEX LIMITED

Debt Service Coverage Ratio	Net Operating Income	335.47	Debt Service	5.29	63.46	4.39	The difference in the ratios is more than 25% between the two Financial years, the reason behind such a huge difference is during Financial year 2020-21, the Net profit after Tax was only Rs.27.84/- compared to figures during F Y 2021-22 i.e. Rs.326.71/-
Return on Equity Ratio	Profit for the period	386.50	Avg. Shareholders' Equity	4,105.56	9.41%	0.00%	-
Inventory Turnover Ratio	Cost of Goods sold	1,685.37	Average Inventory	2,303.43	0.73	0.29	-
Trade Receivables Turnover Ratio	Net Credit Sales	1,923.37	Average Trade Receivables	-	N.A	N.A	-
Trade Payables Turnover Ratio	Total Purchases	2,332.39	Average Trade Payables	13.02	0.00	0.02	The difference in the ratios is more than 25% between the two Financial years, the reason behind such a huge difference is during Financial year 2020-21, the Trade payables were almost NIL compared to the Financial Year 2021-22, where are the figure is Rs.26,07/-.
Net Capital Turnover Ratio	Net Sales	1,923.37	Average Working Capital	2,796.34	0.69	0.00	-
Net Profit Ratio	Net Profit	331.46	Net Sales	1,923.37	17.23%	5.91%	-
Return on Capital employed	EBIT	386.50	Capital Employed *	4,625.52	8.36%	0.78%	-
Return on Investment	Return/Profit/Earnings	210.12	Investment **	1,557.65	13.49%	9.31%	-

## 8) Corporate Social Responsibility Initiatives

The provision of the Companies Act, 2013 relating to CSR Initiatives are not applicable to the Company.

## 9) Compliance

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Company continues to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

**By Order of the Board of Directors**

Sd/-  
**Mahesh S. Jhavar**  
 (Whole Time Director)  
 DIN: 00002908  
 Place: Mumbai  
 Date: 09.08.2022

Sd/-  
**Rahul M. Jhavar**  
 (Director)  
 DIN: 07590581



## **INDEPENDENT AUDITOR'S REPORT**

To,  
The Members  
M/s, Dhanlaxmi Cotex Limited  
Report on audit of Standalone Financial Statements

### **Opinion**

We have audited the accompanying Standalone Financial Statements of Dhanlaxmi Cotex Limited ("the Company") for the year ended March 31, 2022 ("the Statement") and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows, for the year then ended, and notes to the standalone financial statements including a summary of significant accounting policies and other explanatory information (hereinafter referred to as 'the standalone financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143 (10) of the Companies Act, 2013 ('the Act'). Our responsibilities under those SAs are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

### **Basis for Qualified opinion**

During the course of our audit, we have examined that the Company's principal business activity is buying and selling of quoted shares in an active market. In our opinion, the Company fulfills the criteria for qualifying to be registered as Investment NBFC as its Financial assets constitutes more than 50% of its total assets and income from such financial assets constitutes more than 50% of gross income.

### **Information Other than the financial statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of other information. The other information obtained at the date of this auditor's report is Director's report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed on the other information obtained prior to the date of this report, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Management's and Board of Directors' Responsibilities for the Standalone Annual Financial Statements**

The Company's Management and Board of Directors are responsible for the preparation and presentation of these standalone annual financial statements that give a true and fair view of the net profit/loss and other comprehensive income and other financial information in accordance with the recognition and measurement principles laid down in Indian Accounting Standards prescribed under Section 133 of the Act and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone annual financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.



In preparing the standalone annual financial statements, Management and the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

## **Auditor's Responsibilities for the audit of the Standalone Financial Statement**

Our objectives are to obtain reasonable assurance about whether the standalone annual financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone annual financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone annual financial statements whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of Internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion through a separate report on the complete set of financial statements on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures in the standalone financial statements made by Management and Board of Directors.
- Conclude on the appropriateness of Management and Board of Directors use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone annual financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone annual financial statements, including the disclosures, and whether the standalone annual financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## **Report on other legal and regulatory requirements**

As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure "A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.



# DHANLAXMI COTEX LIMITED

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- (c) The standalone balance sheet, the standalone statement of profit and loss (including comprehensive income), the standalone statement of changes in equity and the standalone cash flow statement dealt with by this report are in agreement with the books of account;
- (d) In our opinion, the aforesaid financial statements comply with the accounting standards specified under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014;
- (e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the board of directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;
- (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B';
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 (16) of the act.
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us;
  - a. The Company does not have any pending litigations which would impact its financial position;
  - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
  - c. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
  - d. The Company has not declared and paid dividend during the year.

**For M/s. Gohel and Associates LLP**  
**(Chartered Accountants)**  
**UDIN: 22152864AJOCLW6439**

**Sd/-**  
**Abhay M. Gohel**  
**(Partner)**  
**FRN: W100162**  
**Mem No: 152864**  
**Place: Mumbai**  
**Date: 25/05/2022**





## **Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 1 under ‘Report on other legal and regulatory requirements’ section of our report to the members of Dhanlaxmi Cotex Limited of even date)

1. In respect of the Company’s Property, Plant and Equipment (PPE):
  - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
  - b. The fixed assets of the Company were physically verified in full by the management during the year. According to the information and explanations given to us and as examined by us, no material discrepancies were noticed on such verification.
  - c. According to the information and explanations given to us, the records examined by us, we report that the Company does not hold any freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the financial statements, the lease agreements are in the name of the Company.
  - d. According to the information and explanation given to us, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
  - e. According to the information and explanation given to us, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2. The Company is primarily engaged in the business of Investment in quoted shares in an active market. The Company maintains two separate sets of Register in relation to Purchase and Sales of Shares i.e. Investment Register and Trading Register. All Shares which the Company is holding as at March 31, 2022 under Trading Register constitutes as Inventory at the year end. No Physical Inventory is held by the Company. Therefore, requirement of commenting whether discrepancies are properly dealt in books of accounts is not applicable.

The company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, at any point of time during the year, from banks or financial institutions on the basis of security of current assets. Therefore, clause (ii)(b) of paragraph 3 of the Order is not applicable to the company.

3. The Company has granted unsecured loans to Companies covered under in the register maintained under section 189 of the Act.
  - a. In our opinion, the rate of interest and other terms and conditions on which the loans had been granted to the Companies listed in the register maintained under section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
  - b. In the case of the loans granted to the Companies listed in the register maintained under section 189 of the Act, the borrowers have been regular in the payment of the principal and interest as stipulated.
  - c. There are no overdue amounts in respect of the loans granted to the Companies listed in the register maintained under section 189 of the Act.
4. The Company has not granted any loan or provided any guarantee or security in connection with any loan taken by any parties covered under section 185 of the Act. In our opinion and according to information and explanation given to us, the Company has complied with the provisions of section 186 of the Act with respect to grant of loans, making investments and providing guarantees and securities, as applicable.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits and accordingly paragraph 3 (v) of the order is not applicable.
6. The Central Government of India has not prescribed the maintenance of cost records under sub-section (1) of section 148 of the Act for any of the activities of the company and accordingly paragraph 3(vi) of the order is not applicable.
7. In respect of statutory dues: According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, employees’ state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues have been generally regularly deposited during the year by the company with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees’ state insurance, income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2022 for a period of more than six months from the date they became payable. According to the information and explanations given to us and the records of the company examined by us, there are no dues of income-tax, sales- tax, service tax, goods and service tax, duty of customs, duty of excise and value added tax which have not been deposited on account of any dispute.



# DHANLAXMI COTEX LIMITED

8. According to the information and explanations given to us and on the basis of our examination of records of the company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income in the income tax assessment under the Income Tax Act, 1961.
9. Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of loans / dues to a financial institution/ debenture holder or in payment of interest thereon to any lender.
  - a. According to the information and explanations given to us and on the basis of our audit procedures, we report that the company has not been declared willful defaulter by any bank or financial institution or government or any other lender.
  - b. In our opinion and according to the information and explanations given to us, the company has utilized the money obtained by way of term loans during the year for the purposes for which they were obtained.
  - c. The company has not raised funds on a short-term basis. Therefore, clause (xi)(d) of the paragraph 3 of the Order is not applicable to the Company.
  - d. The company does not have any subsidiaries, joint ventures or associate companies. Therefore, clauses (ix)(e) and (ix)(f) of paragraph 3 of the Order are not applicable to the Company.
10. The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and has not taken any term loans during the year. Accordingly, paragraph 3 (ix) of the order is not applicable.

According to the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partly or optionally convertible) during the year. Therefore, clause (x)(b) of paragraph 3 of the Order is not applicable to the company.

11. During the course of our examination of the books of account and records of the company, carried out in accordance with generally accepted auditing practices in India and according to information and explanation given to us, we have neither noticed nor have been informed by the management, any incidence of fraud by the company or on the Company.

During the year no report under sub-section (12) of section 143 of the Companies Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

According to the information and explanations given to us and procedures performed by us, we report that no whistleblower complaints were received during the year by the Company.

12. The Company is not a Nidhi Company and accordingly, paragraph 3 (xii) of the order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the company, transactions with the related parties are in compliance with section 177 and 188 of the Act. Where applicable, the details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business. The internal audit reports of the company have been considered by us during the course of our audit.
15. Based upon the audit procedures performed and as per the information and explanations given to us, we report that the company has not entered into any non-cash transactions of the nature as described in section 192 (1) of the Act. Accordingly, reporting under this clause will not be applicable.
16. According to the information and explanations given to us and based on our examination of the records of the Company, the Company is required to be register under section 45-IA of the Reserve Bank of India Act 1934 and the registration for the same has not been obtained.
17. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
18. There has been no resignation of the statutory auditors during the year.
19. In our opinion and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the board of directors and management plans, and based on our examination of the evidence supporting the assumption, nothing has come to our attention, which causes us to believe that any material uncertainty exist as on the date of audit report indicating that the company is not capable of meeting its liabilities existing as at the date of balance sheet as and when they fall due within a period of one year from the balance sheet. We however, state that this is not an assurance as to future viability of the company. We further state that our reporting is based on the facts upto the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
20. In our opinion and according to information and explanation provided to us, the Company is not required to incur



# DHANLAXMI COTEX LIMITED

expenditure on Corporate Social Responsibility under section 135 of the Companies Act, 2013 in view of losses under section 198 mainly on account of adjustment of losses pertaining to earlier years as per section 198(4)(l) of the Act.

21. The Company is not required to prepare Consolidated Financial Statement. Accordingly, clause 3(xxi) of the Order is not applicable to the Company.

**For M/s. Gohel and Associates LLP  
(Chartered Accountants)  
UDIN: 22152864AJOCLW6439**

**Sd/-  
Abhay M. Gohel  
(Partner)  
FRN: W100162  
Mem No: 152864  
Place: Mumbai  
Date: 25/05/2022**



## **Annexure “B” to the Independent Auditor’s Report**

(Referred to in paragraph 2 (f) under ‘Report on other legal and regulatory requirements’ section of our report to the Members of Dhanlaxmi Cotex Limited of even date)

### **Report on the internal financial controls over financial reporting under clause (i) of sub – section 3 of section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Dhanlaxmi Cotex Limited (“the Company”) as at March 31, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s responsibility for internal financial controls**

The board of directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the standards on auditing prescribed under Section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those standards and the guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement in the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial control system over financial reporting.

#### **Meaning of internal financial controls over financial reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

A company’s internal financial control over financial reporting includes those policies and procedures that

- (i) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (ii) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (iii) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

#### **Limitations of internal financial controls over financial reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management of override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion and according to the information and explanations given to us, the Company has, in all material respects, an



# DHANLAXMI COTEX LIMITED

adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M/s. Gohel and Associates LLP.**  
**Chartered Accountants**  
**FRN: W100162**

**Sd/-**  
**Abhay M. Gohel**  
**Partner**  
**Membership Number: 152864**  
**UDIN: 22152864AJOCLW6439**  
**Place: Mumbai**  
**Date: 25/05/2022**



# DHANLAXMI COTEX LIMITED

## DHANLAXMI COTEX LIMITED

### BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2022

(Amount in Lacs)

PARTICULARS		Note	As at		As at	
			31.03.2022		31.03.2021	
<b>ASSETS</b>						
<b>1 Non-Current Assets</b>						
a.	Property, Plants & Equipment	1	77.54		5,171	
<b>b. Financial Assets</b>						
i)	Non-Current Investments	2	1,471.26		1,163.90	
ii)	Loans	3	211.81		611.81	
c.	Deferred Tax Asset	14	7.14		-	
d.	Other Tax Assets(Net)	4	46.17		3.89	
e.	Other Non-Current Assets	5	15.24	1,829.16	15.24	1,794.89
<b>2 Current Assets</b>						
a.	Inventories	6	2,521.41		1,468.53	
<b>b. Financial Assets</b>						
i)	Current Investments	7	86.39		94.25	
ii)	Cash and Bank Balances	8	189.31		179.65	
iii)	Other financial Assets	9	14.16		1.34	
c.	Current Tax Assets(Net)	10	11.64		52.28	
d.	Other Current Assets	11	-	2,822.91	0.58	1,796.62
<b>TOTAL ASSETS</b>				<b>4,652.07</b>		<b>3,591.51</b>
<b>EQUITY AND LIABILITIES</b>						
<b>1 EQUITY</b>						
a.	Equity Share Capital	12	487.14		487.14	
b.	Other Equity	13	4,138.38	4,625.52	3,098.47	3,585.60
<b>2 Non-Current Liabilities</b>						
c.	Deferred Tax Liability	14	-	-	-	2.33
<b>3 Current Liabilities</b>						
<b>d. Financial Liabilities</b>						
i)	Borrowings	-	-		-	
ii)	Trade Payable					
	- From MSME		-		-	
	- Other than MSME	15	26.04		-	
iii)	Other financial Liabilities	16	0.52	26.56	3.58	3.58
<b>TOTAL EQUITY &amp; LAIBILITIES</b>				<b>4,652.07</b>		<b>3,591.51</b>

As per our attached report of even date  
For M/s. Gohel and Associates LLP  
Chartered Accountants  
(FRN: W100162)  
UDIN: 22152864AJOCLW6439

For and on behalf of the Board of Directors

Sd/-  
Abhay M. Gohel  
(Partner)  
(Mem No. 152864)  
Place: Mumbai  
Dated: 25<sup>th</sup> May, 2022

Sd/-  
Mahesh S. Jhawar  
(Whole Time Director)  
DIN: 00002908

Sd/-  
Rahul M. Jhawar  
(Director & CFO)  
DIN: 07590581

Sd/-  
Natwar Agarwal  
(Director)  
DIN: 08170211





## DHANLAXMI COTEX LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

	PARTICULARS	Note	(Amount in Lacs)	
			Year Ended 31.03.2022	Year Ended 31.03.2021
A	<b><u>Continuing Operations:</u></b>			
1	Revenue from operations	17	1,923.37	470.96
2	Other Income	18	300.69	221.64
	<b><u>Total Revenue</u></b>		<b>2,224.06</b>	<b>692.60</b>
3	<b><u>Expenses</u></b>			
	(a) Purchases of Stock in Trade	19	2,332.39	614.48
	(b) Changes in Inventories	20	(647.02)	(55.88)
	(c) Employees Benefit Expenses	21	101.51	63.97
	(d) Depreciation	1	4.00	0.26
	(e) Finance Cost	22	0.01	2.07
	(f) Other Expenses	23	46.67	22.56
	<b><u>Total Expenses</u></b>		<b>1,837.56</b>	<b>647.46</b>
4	<b><u>Profit Before Exceptional Items &amp; Taxes</u></b>		386.50	45.14
	Exceptional Items		-	17.30
	<b><u>Profit/(Loss) Before Taxes</u></b>		<b>386.50</b>	<b>27.84</b>
	<b><u>Tax Expenses</u></b>			
	(a) Current Tax		64.51	4.34
	(-) MAT Credit Entitlement		(10.59)	(4.34)
	(b) Earlier Tax		-	-
	(c) Deferred Tax		1.12	0.01
	<b><u>Net Tax Expenses</u></b>		<b>55.04</b>	<b>(0.01)</b>
	<b>Profit/(Loss) for the period</b>	A	<b>331.46</b>	<b>27.85</b>
	<b><u>Other comprehensive income</u></b>			
	- Items that will not be reclassified to profit or loss		405.86	794.58
	- Income tax relating to items that will not be reclassified to profit or loss		-	-
	- Items that will be reclassified to profit or loss		-	-
	- Income tax relating to items that will be reclassified to profit or loss		-	-
	<b><u>Total comprehensive income for the period</u></b>	B	<b>405.86</b>	<b>794.58</b>
	<i>(Profit/ loss + other comprehensive income)</i>	(A+B)	<b>737.32</b>	<b>822.43</b>
	<b><u>Earnings per Equity share</u></b> (Face Value of Rs. 10/- each)			
	a) Basic		6.80	0.57
	b) Diluted		6.80	0.57
	Significant Accounting Policies Notes of Financial Statements	1-26		

As per our attached report of even date  
For M/s. Gohel and Associates LLP  
Chartered Accountants  
(FRN: W100162)  
UDIN: 22152864AJOCLW6439

For and on behalf of the Board of Directors

Sd/-  
Abhay M. Gohel  
(Partner)  
(Mem No. 152864)  
Place: Mumbai  
Dated: 25<sup>th</sup> May, 2022

Sd/-  
Mahesh S. Jhawar  
(Whole Time Director)  
DIN: 00002908

Sd/-  
Rahul M. Jhawar  
(Director & CFO)  
DIN: 07590581

Sd/-  
Natwar Agarwal  
(Director)  
DIN: 08170211



## DHANLAXMI COTEX LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2022

(Amount in Lacs)

Particulars	For the year ended	
	31 <sup>st</sup> March 2022	31 <sup>st</sup> March 2022
<b>A. Cash flow from operating activities</b>		
Net Profit / (Loss) before extraordinary items and tax	386.50	27.84
<b>Adjustments for:</b>		
Depreciation and amortization	4.00	0.26
(Profit) (-) Loss (+) on sale of Investment	(160.41)	(98.56)
Dividend received	(49.71)	(18.64)
Finance Cost	0.01	2.07
Interest income	(90.56)	(84.84)
Operating profit / (loss) before working capital changes	89.83	(171.86)
<b>Changes in working capital:</b>		
<i>Adjustments for (increase) / decrease in operating assets:</i>		
(Increase) / Decrease in Inventories	(647.02)	(55.88)
(Increase) / Decrease in Trade and other receivables	-	-
(Increase) / Decrease in Other Financial assets	(12.82)	(1.34)
(Increase) / Decrease in Other current assets	0.58	(0.58)
(Increase) / Decrease in Other non-current assets	9.99	1.39
Increase / (Decrease) in Trade and other Payables	-	(0.60)
Increase / (Decrease) in Unsecured Loan	-	(25.00)
Increase / (Decrease) in Other Current Liabilities	(3.05)	(5.04)
Increase / (Decrease) in Provision	-	4.34
Cash generated from operations	(652.32)	(82.71)
Net income tax (paid) / refunds	(562.49)	(254.58)
	76.15	56.62
<b>Net cash flow from / (used in) operating activities (A)</b>	<b>(638.64)</b>	<b>(311.20)</b>
<b>B. Cash flow from investing activities</b>		
(Purchase)/Sales of Investment	3.08	264.05
Long Term and Short Capital Gains	160.41	98.56
Interest received	90.56	84.84
Dividend Received	49.71	18.64
Loan received back	400.00	18.18
Purchase of FA	(81.49)	-
<b>Net cash flow from / (used in) investing activities (B)</b>	<b>622.27</b>	<b>484.26</b>
<b>C. Cash flow from financing activities</b>		
Interest Paid	(0.01)	(2.07)
<b>Net cash flow from / (used in) financing activities (C)</b>	<b>(0.01)</b>	<b>(2.07)</b>
<b>Net increase / (decrease) in Cash and cash equivalents (A+B+C)</b>	<b>(16.38)</b>	<b>170.99</b>
Cash and cash equivalents at the beginning of the year	179.65	8.65
<b>Cash and cash equivalents at the end of the year</b>	<b>189.31</b>	<b>179.65</b>

As per our attached report of even date  
For M/s. Gohel and Associates LLP

Chartered Accountants

(FRN: W100162)

UDIN: 22152864AJOCLW6439

Sd/-  
Abhay M. Gohel

(Partner)

(Mem No. 152864)

Place: Mumbai

Dated: 25<sup>th</sup> May, 2022

For and on behalf of the Board of Directors

Sd/-  
Mahesh S. Jhawar  
(Whole Time Director)  
DIN: 00002908

Sd/-  
Rahul M. Jhawar  
(Director & CFO)  
DIN: 07590581

Sd/-  
Natwar Agarwal  
(Director)  
DIN: 08170211



## DHANLAXMI COTEX LIMITED

**Notes on Financial Statements for the year ended 31st March, 2021**

(Amount in Lacs)

Note - 1												
(Amount in Lacs)												
Particulars	Gross Block					Depreciation/ Amortization/ Impairment Losses					Net Block	
	As at 01.04.21	Through purchase	Through business combination	Deduction During The year	As at March 22	Up To March 21	Dep. for the year	Impairment Losses	Deduction during the year	As at 31.03.22	As at 31.03.22	As at 31.03.21
Computer	1.30	2.43	-	-	3.73	1.25	0.20	-	-	1.44	2.29	0.05
Office Eppmnts.	-	0.60	-	-	0.60	-	0.04	-	-	0.04	0.56	-
Television	-	2.63	-	-	2.63	-	0.30	-	-	0.30	2.33	-
Motor Car	-	75.24	-	-	75.24	-	3.44	-	-	3.44	71.80	-
Scooter	-	0.59	-	-	0.59	-	0.03	-	-	0.03	0.56	-
<b>Total</b>	<b>1.30</b>	<b>81.49</b>	<b>-</b>	<b>-</b>	<b>82.79</b>	<b>1.25</b>	<b>4.00</b>	<b>-</b>	<b>-</b>	<b>5.25</b>	<b>77.54</b>	<b>0.05</b>
P.Y	1.30	-	-	-	1.30	0.98	0.26	-	-	1.25	0.05	0.05

Note - 2										
Sr. No.	Non-Current Investments (At fair market value)	As at 31.03.2022				As at 31.03.2021				
		Face value	Qty	Rate	Amount	Face value	Qty	Rate	Amount	
1	Aditya Birla Fashion & Retail Ltd	10	23,423	303.35	71.05	10	23,423	201.25	47.14	
2	Aditya Birla Capital Ltd	10	3,150	107.65	3.39	10	3,150	119.30	3.76	
3	Aftek Info Ltd. (Bonus)	10	7,564	1.63	0.12	10	7,564	1.63	0.12	
4	Ajay Multi Projects Ltd.	-	-	-	-	10	56,800	0.00	-	
5	Ankur Drugs & Phar(Bonus)	-	8,000	3.65	0.29	-	8,000	3.65	0.29	
6	Alok Industries	-	2,000	25.35	0.51	-	2,000	20.15	0.40	
7	Bank of Baroda	2	10,000	111.60	11.16	2	10,000	74.10	7.41	
8	Biria Tyre	-	2,000	20.95	0.42	-	2,000	22.75	0.46	
9	Central Bank of India	10	25,000	18.35	4.59	10	25,000	16.30	4.08	
10	Chennai Super Kings- Bonus	-	2,000	0.00	-	-	2,000	0.00	-	
11	Compuage Infocom	-	320	30.50	0.10	-	320	18.45	0.06	
12	Crest Animation Com Ltd	10	7,315	1.05	0.08	10	7,315	1.05	0.08	
13	Dalmia Bharat	-	6,629	1431.70	94.91	-	9,129	1589.00	145.06	
14	DCM Nouvelle	-	2,507	234.20	5.87	-	14,807	84.95	12.58	
15	DIVIS Laboratories Ltd.	2	4,150	4,561.60	189.31	2	4,150	3,622.80	150.35	
16	DSQ Software Ltd (Bonus)	-	-	-	-	-	25	6.60	0.00	
17	DLF Limited	-	500	380.45	1.90	-	500	2870.05	14.35	
18	Future Ent	-	-	-	-	-	5,000	7.95	0.40	
19	Gas Authority of India Ltd.	10	5,000	155.70	7.79	10	5,000	135.50	6.78	
20	Gas Authority of India Ltd (Bonus)	10	21,664	155.70	33.73	10	21,664	135.50	29.35	
21	Garden Silk Ind. Ltd	10	14,389	0.00	-	10	14,389	13.07	1.88	
22	Grasim Ind. Ltd.	2	2,250	1664.75	37.46	2	2,250	1450.55	32.64	
23	Glenmark Pharmaceuticals Ltd	1	17,000	442.20	75.17	1	17,000	464.70	79.00	
24	GPI Textiles	10	3,060	0.00	-	10	3,060	0.00	-	
25	GTN Textiles Ltd	10	5,000	18.52	0.93	10	5,000	4.86	0.24	
26	Hathway Bhawani	10	-	-	-	10	3,180	16.35	0.52	
27	Hindustan Motors	-	5,000	12.08	0.60	-	5,000	6.65	0.33	
28	Hindustan Development Corpn Ltd	10	3,500	0.00	-	10	3,500	0.00	-	
29	Hemisphere Proper (Bonus)	-	500	114.35	0.57	-	500	137.20	0.69	
30	IDFC Ltd.	10	2,000	61.60	1.23	10	2,000	47.35	0.95	
31	IDFC Bank Ltd.	10	2,000	37.90	0.76	10	2,000	55.70	1.11	
32	ISMT	-	-	-	-	-	5,000	10.80	0.54	
33	Intense Technology	-	1,000	83.25	0.83	-	1,000	31.75	0.32	
34	Jaiprakash Associates Ltd (Bonus)	2	5,500	8.32	0.46	2	5,500	6.90	0.38	
35	Karnataka Bank Ltd	10	100,000	55.40	55.40	10	100,000	61.10	61.10	
36	Karnataka Bank Ltd.(Bonus)	-	10,000	55.40	5.54	-	10,000	61.10	6.11	
37	Kesoram Industries Ltd	-	1,374	52.40	0.72	-	-	-	-	
38	KCP Sugar	-	15,308	25.10	3.84	-	15,308	14.70	2.25	
39	Kotak Mahindra Bank Ltd	5	1,000	1730.00	17.30	5	1,000	1753.00	17.53	
40	Kotak Mahindra Bank Ltd (Bonus)	5	1,000	1730.00	17.30	5	1,000	1753.00	17.53	
41	Larsen & Turbo	-	450	1767.45	7.95	-	450	1418.90	6.39	
42	Maars Software (Bonus)	10	24,850	0.26	0.06	10	24,850	0.26	0.06	



# DHANLAXMI COTEX LIMITED

43	Magnum Ventures		23,125	11.01	2.55		23,125	4.90	1.13
44	MMTC Limited		1,500	44.15	0.66		1,500	42.35	0.64
45	Nagarjuna Ferti		2,750	12.85	0.35		2,750	6.30	0.17
46	Nagarjuna Oil		2,500	0.25	0.01		2,500	0.25	0.01
47	NCC Ltd.	2	36,747	58.55	21.52	2	36,747	79.00	29.03
48	Nahar Spg. Ltd	-	-	-	-	5	34,500	104.05	35.90
49	Nahar Capital Ltd.	-	-	-	-	5	3,288	104.50	3.44
50	Nahar Industry Enterprises	10	13,787	165.00	22.75	10	13,787	44.10	6.08
51	Network -18 Media	5	53,821	85.10	45.80	5	53,821	36.40	19.59
52	Nextgen		800	1.78	0.01		800	1.78	0.01
53	Orient Paper	2	1,000	34.40	0.34	2	1,000	24.60	0.25
54	Peninsula Land Ltd	2	15,000	11.17	1.68	2	15,000	8.10	1.22
55	Pennar Ind		5,000	34.55	1.73		5,000	16.30	0.82
56	Prime Proper		675	13.63	0.09		675	8.00	0.05
57	Punj Lloyd Ltd	2	25,000	2.18	0.55	2	25,000	1.50	0.38
58	Rana Sugars		10,000	28.60	2.86		25,000	9.65	2.41
59	Reliance Industries Ltd	10	1,587	2633.95	41.80	10	1,587	2003.10	31.79
60	Reliance Industries Ltd (Bonus)	10	5,306	2633.95	139.76	10	5,306	2003.10	106.28
61	Sail	-	-	-	-		2,000	78.80	1.58
62	Sanpada Chem		20,000	10.60	2.12		20,000	10.60	2.12
63	Sarla Perform	-	-	-	-		2,000	24.10	0.48
64	Sun Pharmaceutical Ltd (Ranbaxy)	1	7,800	914.80	71.35	1	7,800	597.80	46.63
65	Shilpa Medicare Ltd	1	176	397.15	0.70	1	176	333.80	0.59
66	Shreno Pref		16,060	0.00	-		-	-	-
67	Sistema Shyam Teleservices Ltd	10	9,170	0.00	-	10	9,170	0.00	-
68	Siti Network Ltd		250	2.85	0.01		250	0.85	0.00
69	Sobha Limited				-		149	436.95	0.65
70	TIL		100	101.75	0.10		100	151.80	0.15
71	TV-18 Broadcast Ltd.	2	100,454	74.10	74.44	2	100,454	28.75	28.88
72	3I Infotech		4,000	51.35	2.05		40,000	7.45	2.98
73	Edelweiss Crossover Opportunity		221,266	31.76	70.28		-	0.00	-
<b>Sub Total - A</b>			-	-	<b>1,154.85</b>	-	-	-	<b>975.47</b>

## ASSOCIATE COMPANY SHARES

1	Dhanlaxmi Fabrics Ltd	10	347,079	26.70	92.67	10	347,079	15.90	55.19
2	Dhanlaxmi Fabrics Ltd	10	838,000	26.70	223.75	10	838,000	15.90	133.24
<b>Sub Total - C</b>			-	-	<b>316.42</b>			-	-
<b>Grand Total (A+B+C)</b>					<b>1,471.26</b>				<b>1,163.90</b>

Note - 3		Year Ended	Year Ended
LOANS		31.03.2022	31.03.2021
<b>Other Loans:</b>			
Unsecured, considered good		211.81	611.81
<b>Total</b>		<b>211.81</b>	<b>611.81</b>

Note - 4		Year Ended	Year Ended
Other Tax Assets (Net)		31.03.2022	31.03.2021
TDS Receivable F Y 2019-20		5.77	4.37
TDS Receivable F Y 2020-21		6.71	-
Advance Tax F Y 2019-20		19.99	30.00
Advance Tax F Y 2020-21		8.00	-
Self-Assessment Tax F Y 2019-20		40.52	-
IT Refund Due AY 2014-15		1.82	1.82
IT Refund Due AY 2015-16		3.41	3.41
IT Refund Due AY 2018-19		0.04	0.04
Less: Provision for Tax F Y 2019-20		(35.75)	(35.75)
Less: Provision for Tax F Y 2020-21		(4.34)	-
<b>Total</b>		<b>46.17</b>	<b>3.89</b>

Note - 5		Year Ended	Year Ended
OTHER NON-CURRENT ASSETS		31.03.2022	31.03.2021
Deposits -Long Term		15.24	15.24
<b>Total</b>		<b>15.24</b>	<b>15.24</b>

Note - 6		Year Ended	Year Ended
INVENTORIES		31.03.2022	31.03.2021
Stock -in -Trade (Shares)		2,521.41	1,468.53
<b>Total</b>		<b>2,521.41</b>	<b>1,468.53</b>



# DHANLAXMI COTEX LIMITED

Note - 7									
Sr. No.	CURRENT INVESTMENTS	As at 31.03.2022				As at 31.03.2021			
	Fair Market Value	F.V	Qty	Rate	Amount	F.V	Qty	Rate	Amount
	QUOTED SHARES								
1	Aditya Birla Fashion & Retail Ltd (RI)		-	0.00	-		2737	168.90	4.62
2	Texmeco Rail & Eng Ltd		2,246	42.60	0.96		-	-	-
3	Wockhardt Limited		8,000	282.10	22.57				-
4	Systematic Shares and Stock (PMS)		-	0.00	62.86		-	0.00	-
5	Edelweiss Crossover Opportunity Fund		-	0.00	-		531,608	16.86	89.63
<b>Grand Total</b>		<b>Market Fare Value - B</b>			<b>86.39</b>	<b>Market Fare Value - B</b>			<b>94.25</b>

Note - 8 CASH AND CASH EQUIVALENTS		Year Ended 31.03.2022	Year Ended 31.03.2021
Cash in Hand		2.87	1.14
Balance with Bank		186.44	178.51
<b>Total</b>		<b>189.31</b>	<b>179.65</b>

Note - 9 OTHER FINANCIAL ASSETS		Year Ended 31.03.2022	Year Ended 31.03.2021
Prepaid Insurance		10.80	-
FD Interest Receivable		3.36	1.34
<b>Total</b>		<b>14.16</b>	<b>1.34</b>

Note - 10 CURRENT TAX ASSETS (NET)		Year Ended 31.03.2022	Year Ended 31.03.2021
Advance Tax & TDS Receivable		76.15	16.10
Self-Assessment Tax Paid		-	40.52
Provision for Income Tax		(64.51)	(4.34)
<b>Total</b>		<b>11.64</b>	<b>52.28</b>

Note - 11 OTHER CURRENT ASSETS		Year Ended 31.03.2022	Year Ended 31.03.2021
Advances to Staff		-	0.58
<b>Total</b>		<b>-</b>	<b>0.58</b>

Note - 12 EQUITY SHARE CAPITAL		As at 31.03.2022	As at 31.03.2021
<b>Authorised :</b> 55,00,000 Equity Shares of Rs.10/- each (Previous Year 55,00,000 Equity Shares of Rs.10/- each per value)		550.00	550.00
<b>Issued, Subscribed &amp; Paid-up :</b> 48,71,350 Equity Shares of Rs.10/- each fully paid-up in cash (Previous Year 48,71,350 Equity Shares of Rs.10/- each per value)		487.14	487.14
<b>TOTAL</b>		<b>487.14</b>	<b>487.14</b>

Note No 12.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting Period 31-03-2022				
Particulars	As at 31st March, 2022		As at 31st March, 2021	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	4,871,350	487.14	4,871,350	487.14
Add: Shares issued during the year	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-
<b>Number of shares at the end</b>	<b>4,871,350</b>	<b>487.14</b>	<b>4,871,350</b>	<b>487.14</b>

#### Note No 12.2: Terms/rights attached to equity shares

(a) The company has only one class of equity shares having a par value of Re. 10 per share. Each holder of equity shares is entitled to one vote per share.



# DHANLAXMI COTEX LIMITED

(b) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note No 12.3: Aggregate number of bonus shares issued and sub-division of shares during the period of five years immediately preceding the reporting date:**

No Bonus Shares Issued and Sub-Division of shares during the period of five years.

Name of Share Holders	As at 31st March, 2022		As at 31st March, 2021	
	No of Shares	% held	No of Shares	% held
Eskay Niryat Pvt. Ltd.	529540	10.87%	529540	10.87%
Laxmi Mahesh Jhawar	1291290	26.51%	1291290	26.51%
Mahesh Sohanlal Jhawar	1823765	37.44%	1823865	37.44%

Note - 13 OTHER EQUITY	As at 31.03.2022	As at 31.03.2021
<b>Capital Reserve</b>		
At the beginning and at the end of the year	11.86	11.86
<b>General Reserve</b>		
At the beginning and at the end of the year	-	-
<b>Security Premium</b>		
Opening Balance	898.27	898.27
Add: during the year	-	-
Closing Balance	-	-
Surplus Closing Balance	898.27	898.27
<b>Other Comprehensive Income</b>		
Opening Balance	(17.77)	(1,344.18)
Add: during the year	708.45	1,326.42
Closing Balance	690.68	(17.77)
<b>Surplus</b>		
Opening Balance (As per the last Balance sheet)	2,206.11	2,178.26
Add: Transferred from surplus	331.46	27.85
<b>Sub Total - B</b>	<b>2,537.57</b>	<b>2,206.11</b>
<b>Grand Total (A+B)</b>	<b>4,138.38</b>	<b>3,098.47</b>

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 ST MARCH, 2022						
A. Equity Share Capital						
Particulars	Amount					
Balance at 31st March, 2021	48,713,500					
Changes in equity share capital during the year	-					
Balance at 31st March, 2022	48,713,500					
B. Other Equity						
Particulars	Reserves and Surplus				Other items of Other comprehensive income	Total
	Securities premium Reserve	Other Reserves & Incentives	General Reserves	Retained Earnings		
Balance at 31.03.2021	898.27	11.86	-	2,206.11	(17.77)	3,098.47
Profit for the year	-	-	-	331.46	-	331.46
Final Dividend	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-
Trf to General Reserve	-	-	-	-	-	-
Fair Value effect of Investments of shares	-	-	-	-	708.45	708.45
Balance at 31.03.2022	898.27	11.86	-	2,537.57	690.68	4,138.38





# DHANLAXMI COTEX LIMITED

<b>Note - 14</b> <b>DEFERRED TAX ASSETS/LIABILITIES (NET)</b>	<b>As at</b> <b>31.03.2022</b>	<b>As at</b> <b>31.03.2021</b>
Deferred Tax Liabilities		
Property, Plant and Equipment	7.79	6.67
	7.79	6.67
Deferred Tax Assets		
MAT Credit Entitlement	14.93	4.34
	14.93	4.34
<b>Total</b>	<b>(7.14)</b>	<b>2.33</b>

<b>Note - 15</b> <b>TRADE PAYABLE</b>	<b>As at</b> <b>31.03.2022</b>	<b>As at</b> <b>31.03.2021</b>
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises (Annexure - 1)	26.04	-
<b>Total</b>	<b>26.04</b>	<b>-</b>

Note 15.1: Steps have been taken to identify the suppliers who qualify under the definition of micro and small enterprises, as defined under the Micro, Small and Medium Enterprises Development Act 2006. Since no intimation has been received from the suppliers regarding their status under the said Act as at 31st March 2022, disclosures relating to amounts unpaid as at the year end, if any, have not been furnished. In the opinion of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Act, is not expected to be material.

#### **Trade Payables ageing schedule: As at 31st March, 2022**

Particulars	Outstanding for following periods from due date of payment				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
(i) MSME	-	-	-	-	-
(ii) Others	26.04	-	-	-	26.04
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

#### **Trade Payables ageing schedule: As at 31st March, 2021**

(i) MSME	-	-	-	-	-
(ii) Others	-	-	-	-	-
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues - Others	-	-	-	-	-

<b>Note - 16</b> <b>OTHER FINANCIAL LIABILITIES</b>	<b>As at</b> <b>31.03.2022</b>	<b>As at</b> <b>31.03.2021</b>
Creditors for Expenses	0.03	0.16
Outstanding Expenses	0.04	1.22
Outstanding Statutory Liabilities	0.46	2.20
<b>Total</b>	<b>0.52</b>	<b>3.58</b>

<b>Note - 17</b> <b>SALES</b>	<b>As at</b> <b>31.03.2022</b>	<b>As at</b> <b>31.03.2021</b>
Sale of Shares	1,913.68	470.96
<b>Total</b>	<b>1,913.68</b>	<b>470.96</b>

<b>Note - 18</b> <b>DIRECT INCOME</b>	<b>As at</b> <b>31.03.2022</b>	<b>As at</b> <b>31.03.2021</b>
Profit & Loss on Futures & Options	0.27	13.87
Profit on Speculative Business	9.42	1.38
<b>Total</b>	<b>9.69</b>	<b>15.25</b>

<b>Note - 19</b> <b>OTHER INCOME</b>	<b>As at</b> <b>31.03.2022</b>	<b>As at</b> <b>31.03.2021</b>
Interest Income	90.56	84.84
Dividend Income	49.71	18.64
Bad Debts Recovered	-	1.86
Other Income	-	2.50
Long Term Investment Profit	155.48	86.08
Short Term Investment Profit	4.93	12.48
<b>Total</b>	<b>300.69</b>	<b>206.39</b>



# DHANLAXMI COTEX LIMITED

Note - 20	As at	As at
Purchases	31.03.2022	31.03.2021
Purchase of Shares	2,332.39	614.48
<b>Total</b>	<b>2,332.39</b>	<b>614.48</b>

Note - 21	As at	As at
CHANGES IN INVENTORIES	31.03.2022	31.03.2021
Opening Stock : (Shares)	1,979.92	1,924.04
Closing Stock : (Shares)	2,626.94	1,979.92
<b>Total</b>	<b>(647.02)</b>	<b>(55.88)</b>

Note - 22	As at	As at
EMPLOYEE BENEFIT EXPENSES	31.03.2022	31.03.2021
Directors Remuneration	69.60	49.50
Directors Sitting Fees	-	-
Company's Contribution to Provident Fund	4.81	3.03
Staff Salary & Bonus	26.72	11.22
Staff Welfare	0.38	0.23
<b>Total</b>	<b>101.51</b>	<b>63.97</b>

Note - 23	As at	As at
FINANCE COST	31.03.2022	31.03.2021
Interest Paid	0.01	2.07
<b>Total</b>	<b>0.01</b>	<b>2.07</b>

Note - 24	As at	As at
OTHER EXPENSES	31.03.2022	31.03.2021
Audit Fees (See Notes)	1.77	1.60
Advertisement & Exhibition Expenses	-	0.41
Annual Custody Fees	0.21	-
Bank & Demat Charges	0.23	0.14
Business Promotion	0.74	-
Conveyance Expenses	1.40	0.34
Donation	7.22	-
E-Voting	0.27	0.23
Electricity Expenses	1.12	0.93
Filing Fees	-	0.08
GST	-	0.06
Insurance Charges	0.77	-
Legal & Professional	3.17	4.26
Listing Fees & Depository Expenses	3.54	3.74
Medical Expenses	0.23	0.04
Miscellaneous Expenses	0.14	-
Office Expenses	1.65	0.38
Office Rent	5.28	4.80
Printing & Stationery	0.10	0.13
Postage, Courier & Telegram	0.00	0.00
Profession Tax	0.05	0.05
Repair & Maintenance - Bldg	6.48	2.16
Repair & Maintenance - Others	0.08	-
<b>Total</b>	<b>46.67</b>	<b>22.56</b>

## 25. RELATED PARTY DISCLOSURE

### a) Name of the related party and description of relationship.

Sr. No.	Related Parties	Nature of Relationship
(i)	Mahesh Jhawar	Promoter, Whole Time Director
(ii)	Laxmi Jhawar	Promoter, Non-Executive Director
(iii)	Rahul Mahesh Jhawar *	Promoter, Executive Director & CFO
(iv)	Natwar Agarwal	Independent Director
(v)	Arpit Tibrewala	Independent Director
(vi)	Niyati Ketan Shah	Independent Director
(vii)	Khyati Modi #	Company Secretary & Compliance Officer
(viii)	Ganesh Singh *	Chief Financial Officer

Note: \* Resigned and appointed w.e.f. 10.02.2022 | # Resigned w.e.f. 14.01.2022



# DHANLAXMI COTEX LIMITED

## b) Details of Transactions and Balances during the year with related parties at the year end.

Sr. No.	Related parties	Nature of Transactions during the year	2021-22 Rs. In lacs	2020-21 Rs. In lacs
(i)	Mahesh Sohanlal Jhawar	Director Remuneration	60.00	49.50
		Office Security Deposit	10.00	-
		Rent paid	2.64	-
		Office Maintenance / Reimbursement Charges	0.06	-
(ii)	Late Laxmi Mahesh Jhawar	Office Security Deposit	-	10.00
		Rent paid	2.64	4.44
		Office Maintenance / Reimbursement Charges	0.43	0.81
(iii)	Rahul Mahesh Jhawar	Director Remuneration	9.60	-
(iv)	Ganesh Singh	CFO Remuneration	4.70	4.86
(v)	Khyati Modi	CS Remuneration	1.37	1.22

## 26. Financial instruments – Fair values and risk management

### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

As at 31st March 2022					
Particulars	Carrying amount			Fair value	
	Through OCI	Amortized Cost	Total	Level 1	Total
<b>Financial assets</b>					
Investments	1,557.65	-	1,557.65	1,557.65	1,557.65
Trade Receivables	-	-	-	-	-
Other Non-Current Assets	-	15.24	15.24	-	-
Cash and cash equivalents	-	189.31	189.31	-	-
Other Financial Assets	-	14.16	14.16	-	-
	<b>1,557.65</b>	<b>218.71</b>	<b>1,776.36</b>	<b>1,557.65</b>	<b>1,557.65</b>
<b>Financial liabilities</b>					
Trade Payables	-	26.04	26.04	-	-
Other Financial Liabilities	-	0.52	0.52	-	-
	-	<b>26.57</b>	<b>26.57</b>	-	-

As at 31st March 2021					
Particulars	Carrying amount			Fair value	
	Through OCI	Amortized Cost	Total	Level 1	Total
<b>Financial assets</b>					
Investments	1,258.15	-	1,258.15	1,258.15	1,258.15
Trade Receivables	-	-	-	-	-
Other Non-Current Assets	-	15.24	15.24	-	-
Cash and cash equivalents	-	179.65	179.65	-	-
Other Financial Assets	-	-	-	-	-
	<b>1,258.15</b>	<b>194.89</b>	<b>1,453.03</b>	<b>1,258.15</b>	<b>1,258</b>
<b>Financial liabilities</b>					
Trade Payables	-	-	-	-	-
Other Financial Liabilities	-	3.58	3.58	-	-
	-	<b>3.58</b>	<b>3.58</b>	-	-

### B. Measurement of fair values

Valuation techniques and significant unobservable inputs.

The Fair Value of the Financial Assets & Liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

### C. Financial Risk Management

#### C. i. Risk management framework

A wide range of risks may affect the Company's business and operational or financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.



## C. ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

### (a) Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in the credit risk on an on-going basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business
- ii) Actual or expected significant changes in the operating results of the counterparty
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparties ability to meet its obligation
- iv) Significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. When loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due, when recoverable are made, these are recognised as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

#### Trade Receivables ageing schedule as at 31st March, 2022

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	-		-	-	-	-
(i) Undisputed Trade receivables -considered doubtful	-		-	-	-	-
(iii) Disputed trade receivables considered good	-		-	-	-	-
(iv) Disputed trade receivables considered doubtful	-		-	-	-	-

#### Trade Receivables ageing schedule as at 31st March, 2021

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed Trade receivables - considered good	-		-	-	-	-
(i) Undisputed Trade receivables -considered doubtful	-		-	-	-	-
(iii) Disputed trade receivables considered good	-		-	-	-	-
(iv) Disputed trade receivables considered doubtful	-		-	-	-	-

Financial Assets are considered to be of good quality and there is no significant increase in credit risk

### (b) Cash and cash equivalents and Other Bank Balances

The Company held cash and cash equivalents and other bank balances as stated in Note No. 07. The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing.



### C. iii. Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset.

Liquidity risk is managed by Company through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and other borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

### C. iv. Market risk

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: currency risk, interest rate risk.

#### C. iv.a Currency risk

The Company is not exposed to any currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Our exposures are mainly denominated in INR's Only. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

#### C. iv.b Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.

## 24. COMPANY OVERVIEW

The Company ("M/S. DHANLAXMI COTEX LIMITED") is an existing public limited company incorporated on 19th January, 1989 under the provisions of the Indian Companies Act, 1956 and deemed to exist within the purview of the Companies Act, 2013, having its registered office at 285, Princess Street, C J House, Mumbai - 400002. The Company's main activity is cornered with trading in Shares & Securities, investment in Shares & Securities & Financing Activities. The equity shares of the Company are listed on BSE Limited ("BSE"). The financial statements are presented in Indian Rupee (Rs.).

## 25. SIGNIFICANT ACCOUNTING POLICIES

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

### (A) Basis of Preparation of Financial Statement

The financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the "Act") [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended March 31, 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act. These financial statements are the first financial statements of the Company under Ind AS. Refer Note no. 24 on 'First Time Adoption of Ind AS' for an explanation of how the transition from previous GAAP to Ind AS has affected the Company's financial position, financial performance and cash flows which is separately presented in the annual report.

The financial statements were authorized for issue by the Company's Board of Directors on May 25, 2022.

These financial statements are presented in Indian Rupees (INR), which is also the functional currency. All the amounts have been rounded off to the nearest lacs, unless otherwise indicated.

The Company follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis. The financial statements are prepared under the historical cost convention, except in case of significant uncertainties and except for the following:

#### (i) Investments are measured at fair value.

### (B) Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of returns, trade discount taxes and amounts collected on behalf of third parties. The Company recognises revenue when the amount of revenue can be reliably measured and it is probable that future economic benefits will flow to the company.



## **(I) Sales**

- (i) Domestic sales are recognised when significant risks and rewards are transferred to the buyer as per the contractual terms or on dispatch where such dispatch coincides with transfer of significant risks and rewards to the buyer.
- (ii) The Company recognises income from sale of shares & securities on accrual basis.

## **(II) Other Income**

### **(i) Interest Income**

Interest is recognised on a time proportionate basis, taking into account the amount outstanding and the coupon rate applicable.

### **(ii) Dividends**

Income from dividend is accounted when such dividend has been received and the Company's right to receive payment is established.

### **(iii) Gains on Investment**

The Profit/Loss on investments having a material bearing on the financial statements have been recognized on accrual basis through OCI. Actual Gain/Loss on Sale of Investment is recognised in Profit and Loss statement through corresponding debits in OCI.

## **(C) Property, plant and equipment**

On transition to Ind AS, The Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and used those carrying value as the deemed cost of the property, plant and equipment.

- (i) All items of property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.
- (ii) Depreciation
- (a) Fixed assets are stated at cost less accumulated depreciation.
- (b) The depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013.

## **(D) Inventories Valuation**

- (i) Inventories of Shares & Securities are valued at Fair Market Value, with value changes recognised in Other Comprehensive Income

## **(E) Cash and Cash Equivalents**

For the purpose of presentation in the statement of cash flows, cash and cash equivalents include cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

## **(F) Trade receivables**

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

## **(G) Trade and other payables**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

## **(H) Borrowing Cost**

- (i) Borrowings are initially recognized at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortized cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognized in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognized as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw down occurs. To the extent there is no evidence that it is probable





that some or all of the facility will be drawn down, the fee is capitalized as a prepayment for liquidity services and amortized over the period of the facility to which it relates.

"(ii) Borrowings are classified as current financial liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach."

## **(I) Foreign Currency Transaction**

(i) In respect of foreign exchange transaction, the transaction in foreign currency is recorded in rupees by applying the exchange rate prevailing at the time of the transaction. Amount short or excess realized/incurred is transferred to Statement of Profit and Loss.

(ii) All foreign currency liabilities / assets not covered by forward contracts are restated at the rates prevailing at the year end and any exchange differences are debited / credited to the Statement of Profit & Loss.

## **(J) Investments**

All equity investments are measured at fair value, with value changes recognised in Other Comprehensive Income.

## **(K) Employee Benefit**

(i) Short term employee benefits are recognised as an expense at the undiscounted amounts in the Statement of Profit & Loss for the year in which the related service is rendered.

## **(L) Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share are the net profit for the period. The weighted average number equity shares outstanding during the period and all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares that have changed the number of equity shares outstanding, without a corresponding change in resources.

## **(M) Taxation**

"(i) The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for the jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences, to unused tax losses and unabsorbed depreciation.

Current and deferred tax is recognized in the Statement of Profit and Loss except to the extent it relates to items recognized directly in equity or other comprehensive income, in which case it is recognized in equity or other comprehensive income."

(ii) Provision for Income tax is made on the basis of the estimated taxable income for the current accounting period in accordance with the Income- tax Act, 1961 and Revised Income Computation and Disclosure Standards (ICDS) of the Income-tax Act, 1961.

(iii) Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled. The carrying amount of deferred tax assets is reviewed at each reporting date and adjusted to reflect changes in probability that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilize those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

(iv) Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the no tax has been recognised in the books of Accounts.

## **(N) Impairment of Assets**

The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the management estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the assets belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the statement of profit and loss. If at the balance sheet date there is an indication that if a previously assessed impairment loss no longer exists, the recoverable amount is reassessed, and the asset is reflected at the recoverable amount subject to a maximum of depreciated historical cost.



## **(O) Provisions and Contingent Liabilities**

The Company creates a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

## **(P) Operating Cycle**

Based on the nature of products/activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

## **(Q) Financial Instruments**

### **(I) Financial Assets**

#### **(i) Initial recognition and measurement**

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Purchase and sale of financial assets are recognised using trade date accounting.

#### **(ii) Subsequent measurement**

(a) Financial assets carried at amortised cost (AC): A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(b) Financial assets at fair value through other comprehensive income (FVTOCI): A financial asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(c) Financial assets at fair value through profit or loss (FVTPL): A financial asset which is not classified in any of the above categories are measured at FVTPL.

#### **(iii) Impairment of financial assets**

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

(a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

(b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analyzed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

### **(II) Financial Liabilities**

#### **(i) Initial recognition and measurement**

All financial liabilities are recognized at fair value and in case of loans, net of directly attributable cost. Fees of recurring nature are directly recognised in the Statement of Profit and Loss as finance cost.



## (ii) Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

## 28. FIRST TIME ADOPTION OF IND AS

The Company has adopted Ind AS with effect from 1st April 2017 with comparatives being restated. Accordingly the impact of transition has been provided in the Opening Reserves as at 1st April 2016. The figures for the previous period have been restated, regrouped and reclassified wherever required to comply with the requirement of Ind AS and Schedule III.

### Explanation 1 - Exemptions and exceptions availed

Set out below are the applicable Ind AS 101 optional exemptions and mandatory exceptions applied in the transition from previous GAAP to Ind AS.

#### (I) Ind AS Optional exemptions

##### Deemed Cost - Property, Plant and Equipment and Intangible Assets

Ind AS 101 permits a first-time adopter to elect to continue with the carrying value for all of its property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per the previous GAAP and use that as its deemed cost as at the date of transition after making necessary adjustments for de-commissioning liabilities. This exemption can also be used for intangible assets covered by Ind AS 38 Intangible Assets. Accordingly, the Company has elected to measure all of its property, plant and equipment and intangible assets at their previous GAAP carrying values.

#### (II) Ind AS mandatory exemptions

##### (i) Estimates

An entity's estimates in accordance with Ind AS' at the date of transition to Ind AS shall be consistent with the estimates made for the same date in accordance with the previous GAAP (after adjustments to reflect any difference in accounting policies) unless there is an objective evidence that those estimates were in error.

##### (ii) Classification and measurement of financial assets (other than equity instruments)

Ind AS 101 requires an entity to assess classification and measurement of financial assets on the basis of the facts and circumstances that exists at the date of transition to Ind AS.

##### (iii) De-recognition of financial assets and financial liabilities

Ind AS 101 requires a first time adopter to apply the de-recognition provisions for Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows first time adopter to apply the DE recognition requirements provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognized as a result of past Ind AS 101 retrospectively from the date of entity's choosing, transactions was obtained at the time of initially accounting for the transactions.

26. The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

27. Provisions of section 135 of the Companies Act, 2013 are not applicable to the Company for the financial year 2021-22.

28. The previous year figures have been regrouped / reclassified, wherever necessary to conform to the current presentation as per the schedule III of Companies Act, 2013.

As per our attached report of even date

For M/s. Gohel and Associates LLP

Chartered Accountants

(FRN: W100162)

UDIN: 22152864AJOCLW6439

Sd/-

Abhay M. Gohel

(Partner)

(Mem No. 152864)

Place: Mumbai

Dated: 25<sup>th</sup> May, 2022

For and on behalf of the Board of Directors

Sd/-

Mahesh S. Jhawar

(Whole Time Director)

DIN: 00002908

Sd/-

Rahul M. Jhawar

(Director & CFO)

DIN: 07590581

Sd/-

Natwar Agarwal

(Director)

DIN: 08170211