



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: 30/09/2020

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

BSE Scrip Code: 512485

Sub: Submission of adopted Annual Report 2019-20

Dear Sirs,

Please find enclosed the copy of 34th Annual Report for F.Y. 2019-20 of the Company, adopted by the members at 34th Annual General Meeting of the Company held on Wednesday, 30th September, 2020 at 01:00 p.m. in compliance of provision of Regulation 34 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Kindly acknowledge the receipt.

Yours faithfully,
For Dhanlaxmi Cotex Limited

Rahul Jhavar
(Director)



Encl: a/a

DHANLAXMI COTEX LIMITED



CIN: L51100MH1987PLC042280

34th Annual Report
2019-2020



DHANLAXMI COTEX LIMITED

34th ANNUAL REPORT

Board of Directors & KMP

Shri Mahesh Jhawar
(Whole Time Director w.e.f 14-11-2019)
Mr. Rahul Jhawar
(Non-Executive Director w.e.f 09-08-2019)
Mr. Laxmi Mahesh Jhawar
(Non-Executive Director w.e.f 14.11.2019)
Mr. Natwar Nagarmal Agarwal
(Independent Director appointed w.e.f 09-07-2018)
Mrs. Niyati Ketan Shah
(Independent Director appointed w.e.f 09.08.2019)
Mr. Arpit Tibrewala
(Independent Director appointed w.e.f 07.02.2020)
Mr. Ganesh Jagdishprasad Singh
(Chief Financial Officer w.e.f 14.11.2019)
Ms. Khyati Namrut Modi
(Company Secretary w.e.f 28.05.2020)

Registered & Administrative Office

285, Princess Street, 2nd Floor,
Chaturbhuj Jivandas House, Mumbai - 400 002.

Bankers

HDFC Bank Ltd.

Auditors

M/s. R.Soni & Co.
Chartered Accountants
1509, Ghanshyam Enclave, New Link Road, Near Lalji Pada
Police Chowki,
Kandivali (West), Mumbai - 400 067

Registrar and Share Transfer Agents

Bigshare Services Pvt. Ltd.
1st Floor, Bharat tin works building, opp. vasant oasis,
makwana road, Marol, Andheri East,
Mumbai 400059, Maharashtra

Listing on Stock Exchange

Bombay Stock Exchange Ltd.

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DHANLAXMI COTEX LIMITED

NOTICE IS HEREBY GIVEN THAT THE 34TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DHANLAXMI COTEX LIMITED (CIN: L51100MH1987PLC042280) WILL BE HELD ON WEDNESDAY, 30TH SEPTEMBER, 2020 AT 1.00 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS. 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, 2020**, 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.
3. To appoint Statutory Auditors to fill casual vacancy and to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

a) To fill the casual vacancy:

"RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee & Board of Directors, M/s. Gohel & Associates LLP, Chartered Accountants, (FRN W100162), Mumbai, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. R. Soni & Co., Chartered Accountants, Mumbai, having FRN130349W.

RESOLVED FURTHER THAT M/s. Gohel & Associates LLP, Chartered Accountants, (FRN W100162), Mumbai be and are hereby appointed as Statutory Auditors of the Company to hold the office from 5th September, 2020, until the conclusion of the ensuing 34th Annual General Meeting of the Company, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed with the Board of Directors."

b) For a period of five years:

"RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and upon recommendation of the Audit Committee and Board of Directors, consent of the members of the Company be and is hereby accorded to appoint M/s. Gohel & Associates LLP, Chartered Accountants, (FRN W100162), Mumbai, as the Statutory Auditors of the Company to conduct the statutory audit for a period of five years commencing from the conclusion of this 34th Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company at remuneration of 60,000/- (Rupees Sixty Thousand only) plus applicable taxes and out-of-pocket expenses and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

SPECIAL BUSINESSES:

4. Regularization of Appointment of Mrs. Laxmi Mahesh Jhawar (DIN: 00299699) as Non-Executive Director in the Company and to fix remuneration and consider and if thought fit, to pass with or without modification(s) the following resolution as Special Resolution:

'RESOLVED THAT pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (LODR /Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mrs. Laxmi Mahesh Jhawar (DIN: 00299699), who was appointed as an Additional Director of the Company with effect from November 14, 2019, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Non-Executive Director be and is hereby appointed as a Non-executive Director of the Company whose office is liable to retire by rotation.

5. Appointment of Mr. Arpit Tibrewala (DIN: 08679570), as an Independent Director of the Company and to consider and if thought fit, to pass with or without modification(s) the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, Mr. Arpit Tibrewala (DIN: 08679570), who was appointed as an Additional Director of the Company in terms of Section 161 of the Companies Act, 2013, and Articles of Association of the Company by the Board of Directors with effect from 07th February, 2020 and who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the company has received a notice in writing from a Member proposing his 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 an Independent Director of the Company, not liable to retirement by rotation, for a term of five (5) consecutive years up to 06th August, 2025.



RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised 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

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

Place: Mumbai
Date: 05/09/2020

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 As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
- 3 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/EGM. 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 EGM/AGM will be provided by CDSL.
- 4 The Members can join the EGM/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 EGM/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 EGM/AGM without restriction on account of first come first served basis.
- 5 The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 6 Corporate members whose authorised representatives are intending to attend the AGM pursuant to Section 113 of the Act, are requested to send to the Company, a certified copy (in PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. authorizing its representatives to attend the AGM, by e-mail to dcotex1987@gmail.com
- 7 Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
- 8 In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.dfl.net.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.



- 9 As the AGM shall be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
- 10 Register of Members and the Share Transfer Books shall remain closed from Wednesday, the 21st day of September, 2020 to 30th day of September, 2020 (both days inclusive)

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 27.09.2020 and ends on 29.09.2020 During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23.09.2020 of 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) 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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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.
Dividend Bank 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. <ul style="list-style-type: none"> • 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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <190828043 - Dhanlaxmi Cotex Ltd> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESSES FOR THOSE SHAREHOLDERS WHO’S EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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 provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. 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 atleast **7 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at (company email id). 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 at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the EGM/AGM 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.
3. 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.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.



DHANLAXMI COTEX LIMITED

- 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 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: (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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 or call on 022-23058542/43.

REQUEST TO MEMBERS

Members are requested to send their question(s), if any, relating to the financial statements, shareholding, etc., to the Company Secretary/Chief Financial Officer at the Registered Office of the Company, on or before September 23, 2020, so that the answers/details can be kept ready at the Annual General Meeting.

By Order of the Board of Directors

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

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

Place: Mumbai
Date: 05/09/2020

ANNEXURE TO THE NOTICE

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

ITEM NO. 3

M/s. R. Soni & Co., Chartered Accountants, Mumbai (FRN: No130349W) vide their letter dated 31st July, 2020 have resigned from the position of Statutory Auditors of the Company resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 5th September, 2019 as per the recommendation of the Audit Committee, and pursuant to the provisions of Section 139(8) of the Companies Act, 2013, have appointed M/s. Gohel & Associates LLP, Chartered Accountants, (FRN W100162), Mumbai, to hold office as the Statutory Auditors of the Company till the conclusion of 34th AGM and to fill the casual vacancy caused by the resignation of M/s. R. Soni & Co., Chartered Accountants Mumbai (Firm Registration Number: No130349W) subject to the approval by the members in ensuring Meeting of the Company, at such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors.

Further, pursuant to recommendation of Audit Committee, Board also approved appointment of M/s. Gohel & Associates LLP, as Statutory Auditors of the Company to hold office for a period of five consecutive years, from the conclusion of the 34th AGM, till the conclusion of the 39th AGM to be held in year 2025. Accordingly, your board of directors also recommend passing of resolution for appointment of M/s. Gohel & Associates LLP, for a period of 5 consecutive years.

In pursuance to Regulation 36(5) of the LODR Regulations, 2015

Proposed Fee	Rs.60,000/-) plus outlays and taxes as applicable
Term of Appointment	5 Years
Material Changes in fee compared to outgoing Auditor	Rs.20,000/-
Rationale of such Changes	Upon expiring terms of existing Auditors and their unwillingness to act as an Auditor for further time
Basis of Recommendation for appointment	Recommendation of Audit Committee and Approval of Board of



	Directors.
Credentials of Statutory Auditors Proposed to be appointed	Date of Establishment : 2016 Partners: 3 Area of Work: Audit & Accounting Tax Advisory and compliance, GST compliance and Consulting, Advisory, Management Consultancy, Financial and Corporate Advisory and etc.

The Company has also received consent and eligibility certificate from M/s. Gohel & Associates LLP, Chartered Accountants, Accountants, Mumbai (Firm Registration Number: W100162) to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Notice for appointment and payment of remuneration to the Statutory Auditors.

None of the Directors of the Company and Key Managerial Personnel of the Company and their relatives concerned or interested, in the aforesaid Resolution

The Board recommends an Ordinary Resolution set out in the Notice for approval by the Members.

ITEM NO. 4

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Laxmi Mahesh Jhawar (DIN: 00299699), as an Additional Director on the Board of the Company under Section 152, 161 of the Companies Act, 2013 with effect from 14th November, 2019.

Pursuant to the provision of Section 161 of the Act, being an Additional Director, Mrs. Laxmi Mahesh Jhawar (DIN: 00299699), will hold office up to the date of the ensuing AGM and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mrs. Laxmi Mahesh Jhawar (DIN: 00299699), for the office of Non-Executive Director of the Company.

The Company has received from Mrs. Laxmi Mahesh Jhawar (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

Mrs. Laxmi Mahesh Jhawar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Brief profile of Mrs. Laxmi Mahesh Jhawar and the disclosures required under Regulation 36 (3) of the SEBI (LODR), Regulation 2015 are given as additional information about the directors, which forms part of the Notice.

None of the Directors, Key Managerial Personnel and their relatives, except Mrs. Laxmi Jhawar, Mahesh Jhawar and Rahul Jhawar are in any way, concerned or interested in the said resolution.

The resolution as set out in item no. 4 of this Notice is accordingly recommended for your approval.

ITEM NO. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Arpit Tibrewala (DIN: 08679570), as an Additional Director on the Board of the Company under Section 149, 152 and 161 of the Companies Act, 2013 with effect from 07th February, 2020.

Pursuant to the provision of Section 161 of the Act, being an Additional Director, Mr. Arpit Tibrewala (DIN: 08679570) will hold office up to the date of the ensuing AGM and is eligible to be appointed as an Independent Director of the Company. The Company has received a notice in writing under Section 160 of the Act from a member proposing the candidature of Mr. Arpit Tibrewala (DIN: 08679570) for the office of Independent Director of the Company.

The Company has received from Mr. Arpit Tibrewala (i) consent in writing to act as Director in Form DIR 2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014, and (ii) intimation in Form DIR 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of Section 164 of the Companies Act, 2013.

Mr. Arpit Tibrewala is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. Based on the declarations received from Mr. Arpit Tibrewala in terms of Section 149(7) of the Companies Act, 2013, the Board is of the opinion that she meets with the criteria of independence and she possesses appropriate skills, experience and knowledge.



A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.dcl.net.in. Mr. Arpit Tibrewala is not related to any other Director and Key Managerial Personnel of the Company.

Brief profile of Mr. Arpit Tibrewala and the disclosures required under Regulation 36 (3) of the SEBI (LODR), Regulation 2015 are given as additional information about the directors, which forms part of the Notice.

None of the Directors, Key Managerial Personnel and their relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item no. 5 of this Notice is accordingly recommended for your approval.

By Order of the Board of Directors

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

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

Place: Mumbai
Date: 05/09/2020

REGISTERED OFFICE:
285, Princess Street, C. J. House, 2nd Floor, Mumbai – 400002
Phone: 022-66228050/55 | Email: dcotex1987@gmail.com
Website: <http://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	Mrs. Laxmi Mahesh Jhawar	Mr. Arpit Tibrewala
DIN	00299699	08679570
Date of Birth	28-08-1965	13-10-1986
Academic Qualifications	B.A. Graduation	MBA
Experience and Expertise	Mrs. Laxmi Mahesh Jhawar has experience of more than 5 years in Business Management and Administration.	Mr. Arpit Sureshkumar Tibrewala is a commerce graduate also he has done masters from Sydenham college, Mumbai. He has also done MBA degree is from Rutgers University, USA.
Date of first appointment on the Board	14-11-2019	13-02-2020
Directorship in other companies	3	Nil
No. of Membership(s)/ Chairmanship(s) of Board Committees in other companies	Nil	Nil
No. of Shares held in the Company	12,91,290	Nil
Relation with other Directors or Key Managerial Personnel	Spouse of Mr. Mahesh Jhawar and Mother of Mr. Rahul Jhawar.	None
Number of Board Meeting attended during the financial year	2	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.	He is entitled to sitting fees & Remuneration for attending Board meetings as approved by the Board of Directors
Remuneration paid/payable for the Financial Year 2019-20	Nil	Nil



DIRECTORS' REPORT

To
Dear Members,
Dhanlaxmi Cotex Limited

Your Directors are pleased to present the 34th Annual Report of the Company together with the Audited Financial Statements for the year ended 31st March, 2020.

SUMMARY OF FINANCIAL RESULTS OF THE COMPANY:

PARTICULARS	FINANCIAL RESULTS (Rs. in Rupees)	
	2019-2020	2018-2019
Revenue from Operation -	50,713,324	49,031,016
Revenue from other Income	48,131,147	9,918,627
Total Revenue	98,844,471	58,949,643
Profit before Depreciation & Interest	36,48,8229	46,80,540
Depreciation	26,297	15,846
Interest	-	497,718
Profit after Depreciation & Interest	36,461,932	4,166,976
Provision for Taxation	3,575,321	498,328
Provision for Tax (deferred)	1,842	227
Profit/ Loss after Tax	32,888,454	3,668,875
Other comprehensive income	(170,838,757)	(5,260,997)
Total comprehensive income for the period	(137,950,304)	(1,592,122)

STANDALONE FINANCIAL RESULTS:

The company is mainly engaged into business of trading in securities. During the year under review, your Company generated total Income of Rs.98,844,471/- comprising mainly of sale of shares, interest, dividend and long term and short term investment profit, against this the total expenditure amounted to Rs.62,382,539/-. As the result of this the Company has earned net profit of Rs.32,888,454/- against the profit of Rs. 3,668,875/- for the previous year. The management of the Company hereby very optimistic regarding same performance of the Company in future.

TRANSFER TO RESERVES:

No fund was transferred to General Reserve.

DIVIDEND:

During the year, your directors have not recommended any dividend on Equity Shares for the year under review

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 31st March, 2020, 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.

NUMBER OF MEETINGS OF THE BOARD:

The Board met 6 (Six) times during the financial year, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

BOARD OF DIRECTORS:

The Composition of the Board during the year 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 her re-appointment.

During the year Ms. Jayashree Iyer, Mr. Gopal Mehta, Independent Director of the Company has been resigned from the Board w.e.f. 31st July, 2019 and 14th Number, 2019. Mr. Ramautar Jhawar, Managing Director & Chairman and Mrs. Kamla R. Jhawar, Non-Executive Director had also resigned from the post of Directorship w.e.f. 14th November, 2019. The Board places on record its deep appreciation for the contribution rendered by them during their tenure as Director of the company.

On the recommendation of Nomination and Remuneration Committee, Mrs. Laxmi Jhawar and Mr. Arpit Suresh Kumar Tibrewala were appointed as an Additional Director with effect from 14th November, 2019 and 7th February, 2020 on the Board. In terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, is appointed as Non-Executive Director of the Company.

On the recommendation of Nomination and Remuneration Committee, your Board inducted Mr. Arpit Suresh Kumar Tibrewala (DIN: 08679570), as an Additional Directors of the Company in the category of Independent Director subject to approval of members at the ensuing Annual General Meeting with effect from 13/02/2020 and 12/02/2025 respectively in order to comply with the requirement of Section 149(1) of the Companies Act, 2013. In terms of Section 161 of the Companies Act, 2013 he will hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing, proposing the appointment of Mr. Arpit Suresh Kumar Tibrewala (DIN: 08679570) Directors of the Company. Your Board has recommended the appointment of Mr. Arpit Suresh Kumar Tibrewala (DIN: 08679570), as an Independent Directors of the Company for a period of five consecutive years up to the 39th consecutive Annual General Meeting of the Company, not liable to retire by rotation.

During the year Ms. Konika Shah, resigned as a KMP and Compliance Officer of the Company with effective from 28th November, 2019. Further Ms. Khyati Modi, appointed as KMP and Compliance Officer of the Company. The appointment was effective from 28th May, 2020.

During the year Mr. CK Bohra, resigned as Chief Financial Officer of the Company with effective from 14th November, 2019. Further Mr. Ganesh Singh, appointed as KMP and Compliance Officer of the Company. The appointment was effective from 14th November, 2019

Mr. Natwar Nagarmal Agarwal, Mr. Arpit Suresh Kumar Tibrewala & Mrs. Niyati Ketan Shah Independent directors have given declarations that they continues to meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

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, 2020 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, 2020 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.

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.

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>.

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.

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.

MEETING OF INDEPENDENT DIRECTORS:

The meeting of Independent Directors was scheduled on 30th March, 2020 but due to lockdown meeting could not be held in person and company had availed the exemption granted by MCA vide its General circular No. 11/2020 dated 24th March, 2020 Viz. Special Measures under Companies Act, 2013 (CA-2013) and Limited Liability Partnership Act, 2008 in view of COVID-19 outbreak.

STATUTORY AUDITORS:

M/s. R. Soni & Co., Chartered Accountants, Mumbai vide their letter dated 31st July, 2020 have resigned from the post of statutory auditor of the Company resulting in casual vacancy in the office of Statutory Auditors of the Company as envisaged in 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on 5th September, 2020 as per the recommendation of the Audit Committee, and pursuant to the provisions of section 139(8) of the Companies Act 2013, have appointed M/s. Gohel & Associates LLP, Chartered Accountants, (FRN W100162), Mumbai, to hold the office of Statutory Auditors of the Company till the conclusion of 34th AGM and to fill casual vacancy caused by resignation of M/s. R. Soni & Co., Chartered Accountants, Mumbai subject to the approval of members in ensuing general meeting of the Company, at remuneration to be decided by the Board of Directors of the Company and Statutory Auditors.

Further, pursuant to recommendation of Audit Committee, Board also approved appointment of M/s. Gohel & Associates LLP, as Statutory Auditors of the Company, to hold the office from the conclusion of 34th AGM till the conclusion of 39th AGM to be held in the year 2025 for a single tenure of 5 (five) years. Accordingly, your Board of Directors also recommend passing of resolution for appointment of M/s. Gohel & Associates LLP, Chartered Accountants, Mumbai (FRN: W100162), for a period of 5 consecutive years at remuneration of Rs.60,000/- (Rupees Sixty Thousand Only) on progressive basis plus applicable taxes and out of pocket expenses incurred if any.

The Company has also received consent and eligibility certificate from M/s. Gohel & Associates LLP, Chartered Accountants, Mumbai to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.



DHANLAXMI COTEX LIMITED

Further to clarify that the Board originally in its meeting held on 28th August, 2020 has appointed M/s. K.R. Sanghavi & Associates, Chartered Accountants, (FRN: 116293W) as a Statutory Auditors of the company in place of M/s. R. Soni & Co., to hold office till ensuing AGM and then for next five years upto 39th AGM which was upon recommendation of Audit Committee. However due to defect (Non- having valid peer review certificate, which was communicated by auditors post to their appointment) in that appointment the Audit Committee and Board then in its meeting held on 5th September, 2020 appointed M/s. Gohel & Associates LLP, Chartered Accountants, Mumbai as statutory auditors in place of M/s. R. Soni & Co., to hold office till ensuing AGM and then for next five years upto 39th 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.

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.

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 2019- 20, till the date of this report. Further there was no change in the nature of business of the Company.

SUBSIDIARY, JOINT VENTURE OR ASSOCIATE COMPANIES:

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

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. **Annexure-E.**

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 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 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. 2019-20	Ratio of remuneration of each Director to median remuneration of employees
1	Mr. Ramautar S. Jhawar (Managing Director) (Regn w.e.f. 14.11.2019)	10	-600%	14.56
2	Mr. Mahesh S. Jhawar (Whole Time Director)	50	N.A.	72.81
3	Mrs. Kamala Jhawar (Non- Executive Director) (Regn w.e.f. 14.11.2019)	Nil	Nil	Nil
4	Mrs. Laxmi Sohanlal Jhawar (Non- Executive Director) (Appt w.e.f. 14.11.2019)	Nil	Nil	Nil
5	Mr. Gopal Mohta (Independent Director) (Regn w.e.f. 14.11.2019)	Nil	Nil	Nil



6	Mrs. Jayashree Iyer (Independent Director) (Regn w.e.f. 31.07.2019)	Nil	Nil	Nil
7	Mrs. Niyati Ketan Shah (Independent Director) (Appt w.e.f. 09.08.2019)	Nil	Nil	Nil
8	Mr. Rahul Mahesh Jhavar (Non-Executive Director) (Appt w.e.f. 09.08.2019)	Nil	Nil	Nil
9	Mr. Natwar Nagarmal Agarwal (Independent Director) (Appt w.e.f. 09.07.2018)	Nil	Nil	Nil
10	Mr. Arpit Tibrewala (Independent Director) (Appt w.e.f. 07.02.2020)	Nil	Nil	Nil
11	Mr. Chandra Kishore Bohra (Chief Financial Officer) (Regn w.e.f. 14.11.2019)	1.54	8.72	2.24
12	Mr. Ganesh Singh (Chief Financial Officer) (Appt w.e.f. 14.11.2019)	2.99	N.A.	4.37
13	Ms. Konika Shah (Company Secretary) (Regn w.e.f. 28.11.2019)	1.14	N.A.	1.66
14	Ms. Khyati Modi (Company Secretary) (Appt w.e.f. 28.05.2020)	N.A.	N.A.	N.A.

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 2019-20 was Rs. 0.68 lacks which was salary for 6 months paid on proportionate basis of number of days of attendance in the month of the employee.
- In the financial year 2019-20, there was an increase of NIL% in the median remuneration of employees.
- As on March 31, 2020, there were 5 permanent employees who were on the roll of the Company.
- Relationship between average increase in remuneration and Company performance.
- There was no change in total remuneration paid to Directors during F.Y. 2019-20 as compared to previous year; whereas Profit after Tax was Rs. 328.88 lakhs as compared to a profit of Rs.36.69 lakhs in 2018-19.
- Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company (i.e. Remuneration of KMP for the year is 5.68 lacks as compared to Rs.5.05 lacks in previous year) The total remuneration of the Key Managerial Personnel(s) has only marginal increase in 2019-20; whereas Profit after Tax was Rs. 328.88 lakhs as compared to a profit of Rs.36.69 lakhs in 2018-19.

POSTAL BALLOT:

No postal ballot was held during the year 2019-2020.

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:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to Financial Statements.

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 - 'D'** to the Directors' Report.

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 2019-2020 and 2020-2021.

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.



During the financial year 2019-20, 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 2019-20, 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.

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. **Annexure-F**

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 2019-20, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for financial year 2019-20 is **Annexure-A** to this Board's Report.

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

Mr. Pankaj Trivedi, Company Secretary in Practice, in his Secretarial Audit Report for financial year 2019-20 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:

As far as holding of shares by promoter in demat form is concerned there is only 100 shares owned by Mr. Ramautar are in physical mode, which was sent to RTA for demat but was returned due to technical issue. These 100 shares will get demat this year.

The Company had conveyed its Board meeting on 14.11.2019 for consideration and approval of Unaudited Financial Results for the quarter/half year ended 30.09.2019 in connection with the same the company had filed the signed copy of Unaudited Financial Results along with Limited review in PDF form within 30 minutes of conclusion of Board meeting but failed to submit in XBRL mode within 24 hours of submission of results in PDF mode and submitted the same on 04.12.2019 and again on 01.01.2020 upon receipt of discrepancy email from the exchange.

The Company had submitted the original CG Report on 09.07.2019 for quarter ended June, 2019 which was resubmitted twice then on 11.07.2019 and finally 31.08.2019 due to clerical errors in submissions.

The Company had submitted the original SHP on 11.04.2019 for the quarter ended March, 2019; which was rectified and submitted again on 03.05.2019 AND SHP for quarter ended 30.09.2019 originally submitted on 19.10.2019 and rectified on 16.01.2020 upon receipt of Discrepancy from the exchange. The Company will try to avoid such minute clerical mistakes in future submissions.

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 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.

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.

EXTRACT OF ANNUAL RETURNS:

Pursuant to the Section 134(3) (a) of the Companies Act, 2013, the details forming part of the extract of the Annual Return is Form MGT-9 is **Annexure- C**.

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 and **Annexure- E** to this Board's 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.

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.

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

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

Place: Mumbai
Date: 05/09/2020



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

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Dhanlaxmi Cotex Limited (hereinafter called "the Company"). Subject to limitation of physical interaction and verification of records caused by COVID-19 pandemic lock down while taking review after completion of financial year. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate/statutory compliances and expressing my 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, 2020, 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:

We have examined the books, papers; minutes' books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2020 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct investment and External Commercial Borrowings
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. (Not applicable to the Company during the Audit Period);
 - (d) 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);
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (Not applicable to the Company during the Audit Period);
 - (f) 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);
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (Not applicable to the Company during the Audit period);
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. (Not applicable to the Company during the Audit Period);

Having regards to the compliance system prevailing in the Company, information representation provided by management and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on 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:



DHANLAXMI COTEX LIMITED

- (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).

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 SEBI Circular viz. SEBI/Cir/ISD/3/2011 dated June 17, 2011, which mandates the maintenance of entire holdings of the Promoters in Demat form only. However the promoters of the Company still have 500 shares in physical form.
2. Regulation 33(3)(a) and 33(3)(c)(i) of SEBI (LODR) Regulations 2015 and subsequent to amended Circular No.DCS/COMP12812016-17 dated 30.03.2017 w.e.f. April 01, 2017 onwards; they company failed to submit Unaudited Financial Results in XBRL mode for quarter and half year ended 30.09.2019, within 24 hours of submission of results in PDF mode.
3. The Company had submitted Corporate Governance Report pursuant to Regulation 27(2) of SEBI (LODR), Regulation, 2015, thrice for the quarter ended June, 2019 (originally on 09.07.2019 and subsequently on 11.07.2019 and 31.08.2019) due to clerical errors in first two submissions. The Company should be more vigilant in compliance to avoid such resubmissions.
4. The Company had submitted Shareholding Pattern Report pursuant to Regulation 31 of SEBI (LODR), Regulation, 2015, twice for the quarter ended March, 2019 (originally on 11.04.2019 and subsequently on 03.05.2019) and twice for the quarter ended September, 2019 (originally on 19.10.2019 and subsequently on 16.01.2020) due to clerical errors in original submission. The Company should be more vigilant in compliance to avoid such resubmissions.
5. 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 Inform/report that during the year under review, the following events or actions had a major bearing on its affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.:

1. During the year under review the Company had made an application for claiming general exemption to The Securities and Exchange Board of India under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 towards inter-se transfer amongst promoters and promoter group.

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.

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

**For Pankaj Trivedi & Co.,
Company Secretary in Practice**

Sd/-
Pankaj Trivedi
(Proprietor)
CP No. 15301
Place: Mumbai
Dated: 28th August, 2020



Annexure to the Secretarial Audit Report

To,
The Member,
Dhanlaxmi Cotex Limited

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) Where ever 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

Sd/-
Pankaj Trivedi
(Proprietor)
CP No. 15301
Place: Mumbai
Dated: 28th August, 2020



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
VRM Shares Broking Pvt Ltd	Payment of Brokerage of Rs.5,718/- during the year on buying / selling instructions.	Ongoing	Buying instructions for shares of 1,83,35,195/- and Sale instructions for shares '4,44,87,388/- during the year.	30-09-2016 & 29-09-2017	-
MR Shares Broking Pvt Ltd	Payment of Brokerage of Rs.18,920/- during the year on buying / selling instructions.	Ongoing	Buying instructions for shares of 2,41,36,454/- and Sale instructions for shares '91,595/- during the year.	30-09-2016 & 29-09-2017	-
Jhawar Trade and Investments Pvt Ltd	Trading in Shares	Ongoing	Sale of 350000 Shares of VRM Shares Broking Pvt Ltd for '3,08,84,000 during the year.	30-09-2016 & 29-09-2017	-

By Order of the Board of Directors

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

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

Place: Mumbai
 Date: 05/09/2020



DHANLAXMI COTEX LIMITED

ANNEXURE - C

FORM NO. MGT-9
EXTRACT OF ANNUAL RETURN

As on Financial Year Ended on 31.03.2020 pursuant to Section 92(3) of the Companies Act, 2013 And Rule 12(1) of the company (Management & Administration) Rules, 2014

I. REGISTRATION AND OTHER DETAILS:		
i	CIN	L51100MH1987PLC042280
ii	Registration Date	19.01.1987
iii	Name of the Company	DHANLAXMI COTEX LIMITED
iv	Category/Sub-category of the Company	Public Company / Limited by Shares
v	Address of the Registered office & Contact details	285, Princess Street, C. J. House, 2nd Floor, Mumbai - 400 002. Tel No: 022-66228050/55 Email:dcotex1987@gmail.com Website: dcl.net.in
vi	Whether Listed Company	Yes
vii	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Pvt. Ltd. 1st floor, Bharat tin works building, opp. Vasant oasis, Makwana road, Marol, Andheri East, Mumbai 400059, Maharashtra Tel No: 022 - 40430200 / 62638200 Email: info@bigshareonline.com Website: www.bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:			
All the business activities contributing 10% or more of the total turnover of the company shall be stated below:			
Sr. No.	Name and Description of main products/services	NIC Code of the Products/Services	% to total turnover of the company
1	Trading in Shares & Securities	64990	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY:					
Sr. No.	Name of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
1	N/A	-	-	-	-

IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)										
i. Category of Shareholder	No. of Shares held at the beginning of the year 31/03/2019				No. of Shares held at the end of the year 31/03/2020				% Change	
	Demat	Physical	Total Shares	Total %	Demat	Physical	Total Shares	Total %		
(A) Shareholding of Promoter and Promoter Group2										
(1) Indian										
- Individual / HUF	2620515	6650	2627165	53.93	3193955	0	3193955	65.57	11.64	
- Central / State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00	
- Bodies Corporate	140000	0	140000	2.87	0	0	0	0	(2.87)	
- Financial Institutions / Banks	0	0	0	0.00	0	0	0	0.00	0.00	
- Any Others (Specify)	0	0	0	0	0	0	0	0	0	
- Group Companies	291900	0	291900	5.99	0	0	0	0.00	(5.99)	
- Trusts	0	0	0	0.00	0	0	0	0.00	0.00	
- Directors Relatives	100	0	100	0.00	0	100	100	0.00	0.00	
SUB TOTAL :	3052515	6650	3059165	62.80	3193955	100	3194055	65.57	2.77	
(A) Shareholding of Promoter and Promoter Group2										
(2) Foreign										
- Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00	
- Individual	0	0	0	0.00	0	0	0	0.00	0.00	
- Institutions	0	0	0	0.00	0	0	0	0.00	0.00	
- Qualified foreign investor	0	0	0	0.00	0	0	0	0.00	0.00	
- Any Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00	
SUB TOTAL :	0	0	0	0.00	0	0	0	0.00	0.00	
Total Shareholding of Promoters (A1+A2)	3052515	6650	3059165	62.80	3193955	100	3194055	65.57	2.77	
(B) Public shareholding										
(1) Institutions										
- Central / State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00	
- Financial Institutions / Banks	5000	0	5000	0.10	0	0	0	0.00	0.00	
- Mutual Funds / UTI	0	0	0	0.00	0	0	0	0.00	0.00	
- Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00	



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- Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
- FII'S	0	0	0	0.00	0	0	0	0.00	0.00
- Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
- Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
- Any Others (Specify)	0	0	0	0.00	0	0	0	0.00	0.00
- Foreign Portfolio Investor	0	0	0	0.00	0	0	0	0.00	0.00
- Alternate Investment Fund	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL :	5000	0	5000	0.10	5000	0	5000	0.10	0.00
(B) Public shareholding									
(2) Non-institutions									
(a) Bodies Corporate									
- Indian Bodies Corp	911235	44750	955985	19.62	769540	0	769540	15.80	(3.82)
- Overseas Bodies Corp	0	0	0	0.00	0	0	0	0.00	0.00
(b) Individual									
- Capital upto to Rs. 1 lac	8102	769850	777952	15.97	2530	395100	397630	8.16	(7.81)
- Capital greater than Rs. 1 lac	73200	0	73200	1.50	111200	398050	509250	10.45	8.95
(c) Any others (Specify)									
- Hindu Undivided Family	48	0	48	0.00	875	0	875	0.02	0.02
- Trusts	0	0	0	0.00	0	0	0	0.00	0.00
- Clearing member	0	0	0	0.00	0	0	0	0.00	0.00
- NRI (Repat)	0	0	0	0.00	0	0	0	0.00	0.00
- NRI (Non Repat)	0	0	0	0.00	0	0	0	0.00	0.00
- Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
- Employee	0	0	0	0.00	0	0	0	0.00	0.00
- Unclaimed Suspense A/c	0	0	0	0.00	0	0	0	0.00	0.00
- IEPF	0	0	0	0.00	0	0	0	0.00	0.00
- Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
- NBFCs registered with RBI	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL	992585	814600	1807185	37.10	883270	793150	1676420	34.43	(2.67)
Total Public Shareholding (B1+B2) :	997585	814600	1812185	37.20	888270	793150	1681420	34.53	(2.77)
(C) Shares held by Custodians and against which Depository Receipts have been issued									
Shares held by Custodians	0	0	0	0.00	0	0	0	0.00	0.00
Promoter and Promoter Group	0	0	0	0.00	0	0	0	0.00	0.00
Public	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL :	0	0	0	0.00	0	0	0	0.00	0.00
Total Public Shareholding	0	0	0	0.00	0	0	0	0.00	0.00
GRAND TOTAL	4050100	821250	4871350	100	4083100	788250	4871350	100	0.00

ii. Shareholding of Promoters & Promoter Group								
SL No	Shareholder's Name	Shareholding at beginning of the year 31/03/2019			Shareholding at the end of the year 31/03/2020			% Change
		No of Shares	% of total Shares of the Co.	% of Shares pledged/ encumbered to total Shares	No of Shares	% of total Shares of the Co.	% of Shares pledged/ encumbered to total Shares	
1	Lalit Vinod Jhavar	100	0.00	0.00	0	0.00	0.00	0.00
2	Sohanlal Jhavar Huf	20000	0.41	0.00	0	0.00	0.00	(0.41)
3	Vinod Jhavar Huf	25800	0.53	0.00	0	0.00	0.00	(0.53)
4	Sohanlal Jhavar Family	52300	1.07	0.00	0	0.00	0.00	(1.07)
5	Ramautar Jhavar (Jamnadevi Jhavar Family Trust)	52500	1.08	0.00	0	0.00	0.00	(1.08)
6	Mahesh Jhavar Huf	57300	1.18	0.00	0	0.00	0.00	(1.18)
7	Mukul Vinod Jhavar	77000	1.58	0.00	0	0.00	0.00	(1.58)
8	Rahul Mahesh Jhavar	78900	1.62	0.00	78900	1.62	0.00	0.00
9	Ramautar Jhavar Huf	118800	2.44	0.00	0	0.00	0.00	(2.44)
10	Dhanlaxmi Export Fabric LLP	140000	2.87	0.00	0	0.00	0.00	(2.87)
11	Mahesh S. Jhavar	174900	3.59	0.00	1823765	37.44	0.00	33.85
12	Vinod Sohanlal Jhavar	182800	3.75	0.00	0	0.00	0.00	(3.75)
13	Laxmi M. Jhavar	222905	4.59	0.00	1291290	26.51	0.00	21.92
14	Vandana Vinod Jhavar	232895	4.78	0.00	0	0.00	0.00	(4.78)
15	Jasoda Tracon LLP	239600	4.92	0.00	0	0.00	0.00	(4.92)
16	Vinit R.Jhavar	377950	7.76	0.00	0	0.00	0.00	(7.76)
17	Ramautar S. Jhavar	497115	10.20	0.00	100	0.00	0.00	(10.20)



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18	Kamala Ramautar Jhavar	508300	10.43	0.00	0	0.00	0.00	(10.43)
TOTAL		3059165	62.80	0.00	3194055	65.57	0.00	2.77

iii. Change in Promoters' Shareholding as on the F.Y. Ended on 31-03-2020

Sr. No.	Name	Shareholding		Date	Increase/ Decrease in Shareholding	Reason	Cumulative Shareholding during the year	
		No. of Shares at the Beginning 31.03.2019	% total Shares of the Co.				No. of Shares at the end 31.03.2020	% total Shares of the Co.
1	Lalit Vinod Jhavar	100	0.00	20.09.2019	(100)	Sell	0	0.00
2	Sohanlal Jhavar Huf	20000	0.41	20.09.2019	(20000)	Sell	0	0.00
3	Vinod Jhavar Huf	25800	0.53	20.09.2019	(25800)	Sell	0	0.00
4	Sohanlal Jhavar Family	52300	1.07	20.09.2019	(52300)	Sell	0	0.00
5	Ramautar Jhavar (Jamnadevi Jhavar Family Trust)	52500	1.08	20.09.2019	(52500)	Sell	0	0.00
6	Mahesh Jhavar Huf	57300	1.18	20.09.2019	(57300)	Sell	0	0.00
7	Mukul Vinod Jhavar	77000	1.58	20.09.2019	(77000)	Sell	0	0.00
8	Rahul Mahesh Jhavar	78900	1.62	20.09.2019	-	-	78900	1.62
9	Ramautar Jhavar Huf	118800	2.44	20.09.2019	(118800)	Sell	0	0.00
10	Dhanlaxmi Export Fabric LLP	140000	2.87	20.09.2019	(140000)	Sell	0	0.00
11	Mahesh S. Jhavar	174900	3.59	20.09.2019	1648865	-	1823765	37.44
12	Vinod Sohanlal Jhavar	182800	3.75	20.09.2019	(182800)	Sell	0	0.00
13	Laxmi M. Jhavar	222905	4.59	20.09.2019	1068385	-	1291290	26.51
14	Vandana Vinod Jhavar	232895	4.78	20.09.2019	(232895)	Sell	0	0.00
15	Jasoda Tracon LLP	239600	4.92	20.09.2019	(239600)	Sell	0	0.00
16	Vinit R Jhavar	377950	7.76	20.09.2019	(377950)	Sell	0	0.00
17	Ramautar S. Jhavar	497115	10.20	20.09.2019	(497015)	-	100	0.00
18	Kamala Ramautar Jhavar	508300	10.43	20.09.2019	(508300)	Sell	0	0.00

iv. Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters & Holders of GDRS & ADRS)

Sr. No.	Shareholders Name	Shareholding at the beginning of the year 01/04/2019		Cumulative Shareholding during the year 31/03/2020		Type of Transaction
		No. of Shares	% of Total Shares of the Co.	No. of Shares	% change in shareholding during the year	
1	ESKAY NIRYAT PVT LTD	529540	10.87%	529540	10.87%	N.A.
	Shares Bought during the year	-	-	529540	10.87%	
	Shares Sold During the year	-	-	529540	10.87%	
	Closing balance	529540	10.87%	529540	10.87%	
2	NIDHI AGRO PVT LTD	240000	4.93%	240000	4.93%	N.A.
	Shares Bought during the year	-	-	240000	4.93%	
	Shares Sold During the year	-	-	240000	4.93%	
	Closing balance	240000	4.93%	240000	4.93%	
3	PANKAJ SARDA HUF	0	0.00%	0	0.00%	Bought
	Shares Bought during the year 30.08.2019	220250	4.52%	220250	4.52%	
	Shares Sold During the year	-	-	220250	4.52%	
	Closing balance	220250	4.52%	220250	4.52%	
4	AJAY MULTI PROJECTS LTD	141695	2.91%	141695	2.91%	Sold
	Shares Bought during the year	-	-	141695	2.91%	
	Shares Sold During the year 05.04.2019	110	2.91%	141585	2.91%	
	12.04.2019	45	2.91%	141540	2.91%	
	28.06.2019	100	2.91%	141440	2.91%	
	05.07.2019	141440	0.00%	0	0.00%	
Closing balance	0	0.00%	0	0.00%		
5	AMIT R SEHGAL	73200	1.50%	73200	1.50%	N.A.
	Shares Bought during the year	-	-	73200	1.50%	
	Shares Sold During the year	-	-	73200	1.50%	
	Closing balance	73200	1.50%	73200	1.50%	



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6	RAMGOPAL SOMANI	0	0.00%	0	0.00%	Bought
	Shares Bought during the year 25.10.2019	35850	0.74%	35850	0.74%	
	Shares Sold During the year	35850	0.74%	35850	0.74%	
	Closing balance	35850	0.74%	35850	0.74%	
7	SHRIVALLABH BHARADIA	5000	0.10%	5000	0.10%	Bought
	Shares Bought during the year 26.07.2019	19000	0.39%	24000	0.49%	
	09.08.2019	6000	0.13%	30000	0.62%	
	16.08.2019	3000	0.06%	33000	0.68%	
	Shares Sold During the year	-	-	33000	0.68%	
	Closing balance	33000	1.48%	33000	0.68%	
8	INDER KUMAR JAIN	18000	0.37%	18000	0.37%	Sold
	Shares Bought during the year	-	-	18000	0.37%	
	Shares Sold During the year 30.08.2019	18000	0.37%	0	0.00%	
	Closing balance	0	0.00%	0	0.00%	
9	MANOJKUMAR ANANDILAL SARDA HUF	0	0.00%	0	0.00%	Bought
	Shares Bought during the year 25.10.2019	17000	0.35%	17000	0.35%	
	Shares Sold During the year	-	-	17000	0.35%	
	Closing balance	17000	0.35%	17000	0.35%	
10	SPECTRUM EQUITY FUND LTD.	15200	0.31%	15200	0.31%	Sold
	Shares Bought during the year	-	-	15200	0.31%	
	Shares Sold During the 30.08.2019	15000	0.31%	0	0.00%	
	Closing balance	0	0.00%	0	0.00%	

v. Shareholding Pattern of Directors and Key Managerial Personnel

Sr. No.	Shareholders Name	Shareholding at the beginning of the year 01/04/2019		Cumulative Shareholding during the year 31/03/2020	
		No. of Shares	% of Total Shares of the Co.	No. of Shares	% of Total Shares of the Co.
1	Mr. Ramautar S. Jhawar (Managing Director) (Regn w.e.f. 14.11.2019)	4,97,015	10.20%	100	0.00
2	Mr. Mahesh S. Jhawar (Whole Time Director)	29,300	0.60%	29,300	0.60%
3	Mrs. Kamala Jhawar (Non- Executive Director) (Regn w.e.f. 14.11.2019)	0	0.00	0	0.00
4	Mrs. Laxmi Sohanlal Jhawar (Non- Executive Director) (Appt w.e.f. 14.11.2019)	222905	4.59%	12,91,290	26.51%
5	Mr. Gopal Mohta (Independent Director) (Regn w.e.f. 14.11.2019)	0	0.00	0	0.00
6	Mrs. Niyati Ketan Shah (Independent Director) (Appt w.e.f. 09.08.2019)	0	0.00	0	0.00
7	Mr. Rahul Mahesh Jhawar (Non-Executive Director) (Appt w.e.f. 09.08.2019)	78,900	1.62%	78,900	1.62%
8	Mr. Natwar Nagarmal Agarwal (Independent Director) (Appt w.e.f. 09.07.2018)	0	0.00	0	0.00
9	Mr. Arpit Tibrewala (Independent Director) (Appt w.e.f. 07.02.2020)	0	0.00	0	0.00
10	Mr. Chandra Kishore Bohra (Chief Financial Officer) (Regn w.e.f. 14.11.2019)	0	0.00	0	0.00
11	Mr. Ganesh Singh (Chief Financial Officer) (Appt w.e.f. 14.11.2019)	0	0.00	0	0.00
12	Ms. Konika Shah (Company Secretary) (Regn w.e.f. 28.11.2019)	0	0.00	0	0.00
13	Ms. Khyati Modi (Company Secretary) (Appt w.e.f. 28.05.2020)	0	0.00	0	0.00



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vi. Indebtedness of the company including interest Outstanding / Accrued but not due for Payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (I+II+III)	-	-	-	-
Change in Indebtedness during the financial year				
Additions	-	25,00,000	-	25,00,000
Reduction	-	-	-	-
Net Change	-	25,00,000	-	25,00,000
Indebtedness at the end of the financial year				
i) Principal Amount	-	25,00,000	-	25,00,000
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (I+II+III)	-	25,00,000	-	25,00,000

vii. Remuneration of Directors and Key Managerial Personnel

(A) Remuneration to Managing Director, Whole time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Ramautar S. Jhawar (Managing Director) (Regn-14.11.2019)	Mahesh S. Jhawar (Whole Time Director)	Total Amount
1	Gross salary	-	50,00,000/-	50,00,000/-
a	Salary as per provisions contained in section 17(1) of the I.T. Act, 1961	-	50,00,000/-	50,00,000/-
b	Value of perquisites u/s 17(2) Income-Tax Act, 1961	-	-	-
c	Profits in lieu of salary under section 17(3) I.T. Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify – Sitting Fee	-	-	-
	Total (A)	-	50,00,000/-	50,00,000/-
	Ceiling as per the Act	-	-	-

(B) Remuneration to Other Directors:

Sr. No.	Particulars of Remuneration	Gopal Mohta	Jayashree Iyer	Kamala Jhawar	Rahul Jhawar	Laxmi Jhawar	Natwar Agarwal	Nikita Shah	Arpit Tibrewala
1	Independent Directors								
	Fee for attending Board committee meetings	2,000	2,000	-	-	-	-	2,000	-
	Commission								
	Others (Fee for attending Independent Directors meeting)								
	Total (1)								
2	Other Non-Executive Directors								
	Fee for attending Board committee meetings	-	-	4,000	2,000	-	-	-	-
	Commission								
	Others, please specify								
	Total (2)								
	Total (B)=(1+2)								
	Total Managerial Remuneration	2,000	2,000	4,000	2,000	-	-	2,000	-

(C) Remuneration to Key Managerial Personnel other than MD/ WTD/ Manager

Sr. No.	Particulars Of Remuneration	Mr. Chandra Kishore Bohra (CFO) Regn – 14.11.19	Mr. Ganesh Singh (CFO) Appt – 14.11.19	Ms. Konika Shah (CS) Regn – 28.11.19	Total Amount
1	Gross salary	1,54,000	1,80,000	1,12,500	4,46,500
a	Salary as per provisions contained in section 17(1) of the I.T. Act, 1961	1,54,000	1,80,000	1,12,500	4,46,500
b	Value of perquisites u/s 17(2) I.T. Act,	-	-	-	-



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	1961				
c	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-		-
2	Stock Option	-	-		-
3	Sweat Equity	-	-		-
4	Commission	-	-		-
	- as % of profit	-	-		-
	- Others, specify...	-	-		-
5	Others, please specify -	-	-		-
	Total	1,54,000	1,80,000	1,12,500	4,46,500

viii. Penalties/Punishments/Compounding of Offences					
Type	Section of the Companies Act	Brief Description	Details of Penalties/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/Court)	Appeal made, if any (give details)
COMPANY					
Penalty			None		
Punishment					
Compounding					
DIRECTORS					
Penalty			None		
Punishment					
Compounding					
OTHER OFFICERS IN DEFAULT					
Penalty			None		
Punishment					
Compounding					

By Order of the Board of Directors

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

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

Place: Mumbai
Date: 05/09/2020



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.

(A) Conservation of energy	
(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) Technology absorption:	
(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
(C) Foreign exchange earnings and outgo.	Nil The detail of the same is given in notes of accounts.

By Order of the Board of Directors

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

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

Place: Mumbai
Date: 05/09/2020



CORPORATE GOVERNANCE REPORT

The Company's philosophy on corporate governance is to attain high level of transparency and accountability in the functioning of the Company and in its relationship with employees, shareholders, creditors, lenders and ensuring high degree of regulatory compliances. The Company also believes that its systems and procedures will enhance corporate performance and maximize shareholder value in the long term. The Company is in compliance with the Corporate Governance norms stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 1st April, 2019 to 31st March, 2020.

BOARD OF DIRECTORS:

As on 31st March, 2020, the Company's Board of Directors comprised of 6 (Six) directors of which THREE are Non- Executive Independent Directors and TWO is Non-Executive Director and ONE is Executive Director i.e. Mr. Mahesh Jhawar is the Whole Time Director. 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").

None of the Directors hold directorships in more than 20 companies. Further, any individual director's directorships in public companies do not exceed 10. None of the Directors is serving as a member of more than ten committees or as the Chairman of more than five committees across all the public companies of which he is a Director.

The number of directorships and committee Chairmanships/Memberships held by the Directors in other public companies as on March 31, 2020 are given below.

COMPOSITION OF BOARD AS ON 31ST MARCH, 2020

Sr. No.	Name of Director	Designation	No. of Other Directorship	No. of equity shares held in Co.	Member/ Chairperson of the committee	
					Member	Chairman
1	Mr. Mahesh Jhawar	WTD & Chairman	1	18,23,765	-	-
2	Mr. Rahul Jhawar	Non-Executive Director	0	78,900	2	1
3	Mrs. Laxmi Jhawar	Non-Executive Director	0	12,91,290	-	-
4	Mr. Natwar Nagarmal Agarwal	Independent Director	0	-	2	1
5	Ms. Niyati Ketan Shah	Independent Director	0	-	2	-
6	Mr. Arpit Tibrewala	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.

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:

- 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 2019-2020, 6 (Six) Board Meetings were held. The maximum gap between two Board meetings was less than one hundred and twenty days.



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The Board Meetings were held on 29/05/2019, 17/06/2019, 09/08/2019, 14/11/2019, 21/12/2019 and 13/02/2020.

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 Jhawar	6	6	6	Yes
Mr. Rahul Jhawar *	6	4	4	Yes
Mrs. Laxmi Jhawar !	6	3	3	Yes
Mr. Natwar Nagarmal Agarwal	6	6	6	Yes
Ms. Niyati Ketan Shah *	6	4	4	No
Mr. Arpit Tibrewala \$	6	1	-	N.A
Mr. Ramautar S. Jhawar @	6	4	4	Yes
Mr. Gopal Mohta @	6	4	2	Yes
Ms. Jayashree Iyer #	6	3	1	Yes
Mrs. Kamala Jhawar @	6	4	3	Yes

Note: Resigned w.e.f. #31.07.2019, @14.11.2019 | Appointed w.e.f. * 09.08.2019, ! 14.11.2019, \$ 07.02.2020

EVALUATION OF INDEPENDENT DIRECTORS AND BOARDS PERFORMANCE

The Board evaluated each of Independent Directors participation in the Board and their vast experience, expertise and contribution 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.

SEPARATE MEETING OF INDEPENDENT DIRECTOR

The meeting of Independent Directors was scheduled on 28th March, 2020 but due to lockdown meeting could not be held in person and company had availed the exemption granted by MCA vide its General circular No. 11/2020 dated 24th March, 2020 Viz. Special Measures under Companies Act, 2013 (CA-2013) and Limited Liability Partnership Act, 2008 in view of COVID-19 outbreak.

However 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.

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 28th 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 LIMITED)

Name of Director(s)	No. of Directorship held in Public 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)	Listed	-
		Dhanlaxmi Fabrics Ltd (Director)	Listed	
Mrs. Laxmi Jhawar	1	Dhanlaxmi Cotex Ltd (Non-Executive Director)	Listed	-



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Mr. Rahul Jhawar	1	Dhanlaxmi Cotex Ltd (Non-Executive Director)	Listed	AC - Member SRC - Chairman NRC - Member
Mr. Natwar Nagarmal Agarwal	1	Dhanlaxmi Fabrics Ltd (Independent Director)	Listed	AC - Chairman SRC - Member NRC - Chairman
Ms. Niyati Ketan Shah	1	Dhanlaxmi Fabrics Ltd (Independent Director)	Listed	AC - Member SRC - Member NRC - Member
Mr. Arpit Tibrewala	1	Dhanlaxmi Fabrics 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 Planning	Ability to understand organization, processes, strategic planning and risk management, experience in developing talent, succession planning and driving change and long term growth.	6
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.	6

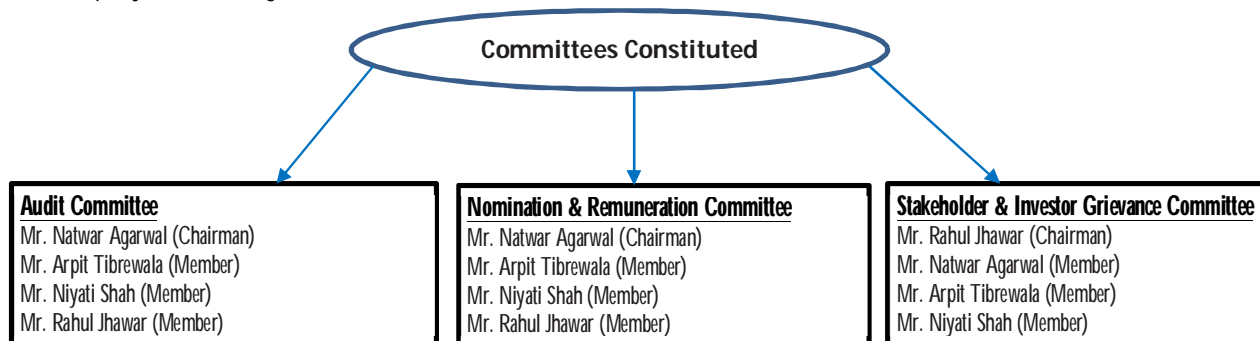
COMMITTEES OF THE BOARD:

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 Para B of Part D of Schedule II of the Listing Regulations. Viz:

- a) Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial Statements are correct, sufficient and credible;
- b) Recommending the appointment and removal of the external Auditors, fixation of Audit fee and approval for payment of any other services;
- c) Reviewing with management the Annual financial Statements before submission to the Board;
- d) Reviewing with the management and external Auditors, the adequacy of internal control systems;
- e) Reviewing the adequacy of Cost Audit function;
- f) 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;
- g) Reviewing the Company's financial and risk management policies; and
- h) Examining reasons for substantial default in the payment to Shareholders (in case of non-payment of declared dividends) and creditors, if any
- i) 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.

COMPOSITION

Name of the Directors	No. of Meetings held	Entitlement to attend	No. of Meetings attended
Mr. Gopal Mohta @	4	3	3
Ms. Jayashree Iyer #	4	1	1
Mr. Natwar Nagarmal Agarwal	4	4	4
Ms. Niyati Ketan Shah *	4	3	3
Mr. Rahul Jhavar *	4	3	3
Mr. Arpit Tibrewala \$	4	1	1

Note: Resigned w.e.f. #31.07.2019, @ 14.11.2019 | Appointed w.e.f. * 09.08.2019, and \$ 07.02.2020

Total (4) Four 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: 27/05/2019, 09/08/2019, 14/11/ 2019, and 13/02/2020. The necessary quorum was present for all the meetings.

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.
- 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.



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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. Gopal Mohta @	4	3	3
Ms. Jayashree Iyer #	4	1	1
Mr. Natwar Nagarmal Agarwal	4	4	4
Ms. Niyati Ketan Shah *	4	3	3
Mr. Rahul Jhawar *	4	3	3
Mr. Arpit Tibrewala \$	4	1	1

Note: Resigned w.e.f. #31.07.2019, @14.11.2019 | Appointed w.e.f. * 09.08.2019, and \$ 07.02.2020

Total (4) Four NRC meetings were held during the year. The dates on which the said meetings were held are as follows: 17/06/2019, 09/08/2019, 14/11/ 2019, and 13/02/2020. The necessary quorum was present for all the meetings.

REMUNERATION PAID TO DIRECTORS DURING THE PERIOD ENDED 31ST MARCH, 2020:

Name of Directors	Salary	Commission	Sitting Fees	Contribution to Various Funds	Total
Mr. Mahesh Jhawar	50,00,000	-	6,000/-	-	50,06,000/-
Mr. Rahul Jhawar *	-	-	2,000/-	-	2,000/-
Mrs. Laxmi Jhawar !	-	-	-	-	-
Mr. Natwar Nagarmal Agarwal	-	-	-	-	-
Ms. Niyati Ketan Shah *	-	-	2,000/-	-	2,000/-
Mr. Arpit Tibrewala \$	-	-	-	-	-
Mr. Ramautar S. Jhawar @	10,00,000	-	-	-	10,00,000/-
Mr. Gopal Mohta @	-	-	2,000/-	-	2,000/-
Ms. Jayashree Iyer #	-	-	2,000/-	-	2,000/-
Mrs. Kamala Jhawar @	-	-	4,000/-	-	4,000/-

Note: Resigned w.e.f. #31.07.2019, @14.11.2019 | Appointed w.e.f. * 09.08.2019, ! 14.11.2019, \$ 07.02.2020

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 27/05/2019, 09/08/2019, 14/11/ 2019, and 13/02/2020.

COMPOSITION

Name of the Directors	No. of Meetings held	Entitlement to attend	No. of Meetings attended
Mr. Gopal Mohta @	4	3	3
Ms. Jayashree Iyer #	4	1	1
Mr. Natwar Nagarmal Agarwal	4	4	4
Mr. Mahesh Jhawar #	4	1	1
Mrs. Kamala Jhawar @	4	3	3
Ms. Niyati Ketan Shah *	4	3	3
Mr. Rahul Jhawar *	4	3	3
Mr. Arpit Tibrewala \$	4	1	1

Note: Resigned w.e.f. #31.07.2019, @14.11.2019 | Appointed w.e.f. * 09.08.2019, and \$ 07.02.2020

Details of investor complaints received and redressed during the year 2019-20 are as follows:

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



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:

The Company's Shares are listed during the year on Bombay Stock Exchange; the Company has paid the Listing Fees for F.Y. 2020-2021.

DETAILS OF SUBSIDIARY AND ASSOCIATE COMPANIES:

The Company does not has Subsidiary and Associates Company.

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. This policy also includes practices and procedures for fair disclosures of unpublished price-sensitive information, initial and continual disclosures.

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).	http://dcl.net.in/pdf/policies/Related%20Party%20Transactions.pdf
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).	http://dcl.net.in/pdf/policies/Whistle%20Blower%20Policy.pdf
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).	http://dcl.net.in/pdf/policies/Material%20Subsidiary.pdf
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).	http://dcl.net.in/pdf/policies/policy_dms.pdf
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).	http://dcl.net.in/pdf/policies/Preservation%20of%20Documents%20&%20Archival%20Policy.pdf



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, 2019. 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).	http://dcl.net.in/pdf/policies/code_dir2.pdf
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).	http://dcl.net.in/pdf/policies/Terms%20and%20Conditions.pdf

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

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 2019-20- NIL
- Number of complaints disposed of during the financial year 2019-20- NIL
- Number of complaints pending as on end of the financial year 2019-20- NIL

RELATED PARTY TRANSACTIONS & MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS:

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature with its Promoters, Directors or the Management, their Subsidiaries or Relatives, etc. that may have potential conflict with the interests of the Company at large:

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.

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 2019-20, forming part of Accounts.

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 2019-20, 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.

PAYMENT TO AUDITORS	Basic	GST	Gross
Statutory Audit Fees	40,000/-	7,200/-	47,200/-
Tax Audit Fees			
Other Fees			
Total	40,000/-	7,200/-	47,200/-



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) 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
2018-2019	33 rd AGM	285, 2nd Floor, C.J. House, Princess Street, Mumbai-400 002	30/09/2020 11.30 a.m.
2017-2018	32 nd AGM	285, 2nd Floor, C.J. House, Princess Street, Mumbai-400 002	28/09/2020 11.30 a.m.
2016-2017	31 st AGM	285, 2nd Floor, C.J. House, Princess Street, Mumbai-400 002	29/09/2020 11.00 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. 34th Annual General Meeting

Day & Date	Time	Venue
Wednesday, 30 th September, 2020	01.00 p.m.	(Via Video- Conferencing Mode) 285, 2nd Floor, C.J. House, Princess Street, Mumbai-400 002

B. Financial Calendar (2020-2021)

Particulars	Period
Financial Year	April 1, 2020 to March 31, 2021
For consideration of Unaudited/Audited Financial Results	
Results for quarter ending June 30, 2020	On or before September 15, 2019 (1 Month of extension by SEBI due to Covid-19)
Results for quarter ending September 30, 2020	On or before November 14, 2020
Results for quarter ending December 31, 2020	On or before February 14, 2021
Results for quarter ending March 31, 2021	On or before May 30, 2021
AGM for the year ending March 31, 2021	On or before September 30, 2021

C. Book Closure Date

The Company's Share Transfer Books and Register of Members of equity shares shall remain closed from the 21.09.2020 to 30.09.2020. (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.

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, 2020 are as follows:

Mode	No. of Shares	% Shares
Physical Form	7,98,250	16.39%
With NSDL	74,941	01.54%
With CDSL	39,98,159	82.07%
Total	85,81,100	100%

I. Market Price Sensitive Information:

The monthly 'high' and 'low' closing prices of the shares traded during the period from April 2019 to March 2020 on BSE are given below:

Month	High Price	Low Price	Close Price	No. of Shares
Apr-19	23.70	21.45	21.45	135
May-19	-	-	-	-
Jun-19	20.40	18.45	18.45	141540
Jul-19	-	-	-	-
Aug-19	-	-	-	-
Sep-19	19.35	18.00	19.35	379800
Oct-19	-	-	-	-
Nov-19	-	-	-	-
Dec-19	-	-	-	-
Jan-20	21.30	20.30	21.30	171
Feb-20	26.05	22.35	22.50	1204
Mar-20	24.70	14.90	14.90	149



J. Shareholding Pattern Of The Company As On 31st March, 2020

Category	No. of Shares held	% of Shareholding
A. Promoter's Holding		
1. Promoters		
- Indian Promoters	31,94,055	65.57%
- Foreign Promoters	0	0.00%
2. Persons acting in concert		
	0	0.00%
Sub - Total	31,94,055	65.57%
B. Non-Promoter's Holding		
3. Institutional Investors		
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%
C. FII's		
Sub - Total	5000	0.10%
4. Others		
a) Private Corporate Bodies	7,69,540	15.80%
b) Indian Public & Huf	9,07,755	18.63%
c) NRI's	0	0.00%
d) OCB's	0	0.00%
e) Cl. member	0	0.00%
Sub-Total	35,99,546	34.43%
Grand Total	85,81,100	100.00%

K. Distribution of shareholding as on 31st March, 2020

No. of Shares held	No. of Shareholders	% to total Shareholders	In Rs.	% to total Shares
Up to 500	1491	84.28%	3428170	7.037 %
501 - 1000	131	07.40%	991100	2.035 %
1001-2000	73	04.13%	1138230	2.34 %
2001-3000	23	1.30%	621000	1.27 %
3001-4000	5	0.28%	193000	0.39 %
4001-5000	10	0.56%	479000	0.98 %
5001-10000	8	0.45%	549000	1.13 %
10,000 and above	28	1.583%	41314000	84.81 %
TOTAL	1769	100%	48713500	100.00%

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 Fabrics 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.



DHANLAXMI COTEX LIMITED

Company's Website - The Financial Results was also displayed on the Company's website 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 'Free Press Journal' and Marathi 'Navshakti'.

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
Mobile No. 7045454392
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. Jhawar
(Whole Time Director)
DIN: 00002908

Sd/-

Rahul M. Jhawar
(Director)
DIN: 07590581

Place: Mumbai

Date: 05/09/2020



CERTIFICATE OF COMPLIANCE WITH THE CORPORATE GOVERNANCE

To,
The Members of
Dhanlaxmi Cotex Limited

We have examined the compliance of conditions of Corporate Governance by Dhanlaxmi Cotex Limited ("the Company") for the financial year ended March 31, 2020 as stipulated in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the 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 purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V of the SEBI Listing Regulations during the year ended March 31, 2020, except as mentioned in Secretarial Audit Report for the year.

We further state that such compliance 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
C P No.: 15301

Sd/-
Pankaj Trivedi
Proprietor
ACS No.: 30512

Place: Mumbai
Date: 28.08.2020

CEO/CFO Certification

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

I, Mahesh Jhavar, 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 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. Jhavar
(Whole Time Director)

Sd/-
Ganesh Singh
(Chief Financial Officer)

Place: Mumbai
Date: 17.07.2020



DHANLAXMI COTEX LIMITED

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 2020.

For and on behalf of the Board

Sd/-

Mahesh S. Jhavar
(Whole Time Director)
Place: Mumbai
Date: 17.07.2020

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 Fabrics 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) 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, 2020 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.

Sr. No.	DIN	Name of Director(s)	Date of Appointment in Company
1	00002908	MAHESH SOHANLAL JHAWAR	19/01/1987
2	00299699	LAXMI JHAWAR MAHESH	14/11/2019
3	02171577	NIYATI KETAN SHAH	09/08/2019
4	07590581	RAHUL MAHESH JHAWAR	09/08/2019
5	08170211	NATWAR NAGARMAL AGARWAL	09/07/2018
6	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.,
Company Secretary in Practice

Sd/-

Pankaj Trivedi
(Proprietor)
CP No. 15301

Place: Mumbai
Dated: 28.08.2020



MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

INVESTMENT AND TRADING DIVISION (SECURITIES)

Your Directors are pleased to present the Management Discussion and Analysis Report for the year ended 31st March, 2020

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.

The World Health Organization has declared the novel coronavirus (COVI 0- 19) as a pandemic on March 11, 2020. Besides the impact of this outbreak on human life, it has also disrupted the financial, economic and social structures of the entire world. The Central Government in India also declared a national lockdown from March 25, 2020 to May 31, 2020, through various notifications, and subsequently the Central Government has announced Unlock 1.0 till June 30, 2020. During the unlock 1.0 period private offices are allowed to operate with 10% of the staff with certain conditions initially and restricted the movement as a preventive/precautionary measures to avoid the spread of COVID- 19.

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).

1) Industry Structure & Development

The trend in the stock market remain volatile but the retail investors were reluctant to participate in secondary market because the market value of the shares have increased too much that they were avoiding purchase of well performed Company's shares keeping in mind that effect of the government policies are yet to be reflected on ground. Your Company endeavored to mobilize high net worth investors for secondary market and accordingly Company was able to be in profits. The Company has developed its Investment and Trading Division (Securities) into a strong, profit earning business of the company.

Overall negative impact is expected across the industry due to current COVID 19 pandemic. A shift towards online business is expected to happen due to the fear & the restrictions to maintain the social distancing. Also, there could be short time recessionary pressure due to job losses and money crunch in the market and it will take a good 6 to 8 months before we could see demand coming back.

2) Opportunities & threats

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 2021, 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.



First half of FY 21 is expected to be very tough and the second half is expected to give some relief to the business and the society in general if all the countries especially India is able to control the COVID- 19 Pandemic.

3) 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. 2020-21, 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. 2020-21, 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.

4) 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.

5) 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.

6) 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.

7) Subsidiary Company:

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

8) Segment-Wise Performance:

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

9) 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:

- (a) Most of the Directors attended the Board meeting;
- (b) The remunerations paid to executive Directors are strictly as per the company and industry policy.
- (c) The Independent Directors only received sitting fees.
- (d) 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.
- (e) 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.

10) 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:

Particulars	F.Y. 2019-20	F.Y. 2018-19	% of Change
Debtors T/o	-	0.02	-
Inventory T/o	0.63	3.01	477.78
Interest Coverage	-	-	-
Current Ratio	27.36	1176.83	4301.28
Debt Equity Ratio	-	-	-
Operating Margin (%)	36.89	7.07	19.16
Net Profit (%)	33.27	6.22	18.70
Return on Net worth (%)	14.74	1.02	6.92

By Order of the Board of Directors

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

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

Place: Mumbai
Date: 05/09/2020



INDEPENDENT AUDITOR'S REPORT

To the Members of
Dhanlaxmi Cotex Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Dhanlaxmi Cotex Limited ("the Company"), which comprise the balance sheet as at 31st March 2020, and the statement of Profit and Loss, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

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 Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and profit/loss, 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. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the 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 Companies Act, 2013 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. Description of each key audit matter in accordance with SA 701:

The Key Audit Matter	How the matter was addressed in our Audit
<p>Measurements of Investment in accordance with IND AS 109 "Financial Instruments" On initial recognition, investment are recognized at fair value in case of investments which are recognized at fair value through FVOCI. In that case transaction costs are attributable to the acquisition value of investments. The Company's investment are Subsequently classified into following categories based on the objectives to manage the cash flows and options available in the standard:</p> <ul style="list-style-type: none"> At Amortized cost At fair value through profit or loss (FVTPL) At fair value through Other comprehensive income (FVTOCI) <p>The company has assessed following two objectives:</p> <ul style="list-style-type: none"> Held to collect contractual cash flows Realizing cash flows through sale of investments. The Company makes decision based on assets fair value and manages the assets to realize those fair values. <p>Since valuation of investment at fair value involves critical assumptions, significant risk in valuation and complexity in assessment of objectives, the valuation of investments as per IND AS 109 is determined to be a key audit matter in our audit of the standalone financial statements. Refer Note 2 & 9 to the standalone financial statements.</p>	<p>Principal Audit procedure:</p> <ul style="list-style-type: none"> Obtaining an understanding of the companies' objectives for such investments and assessment thereof in term of IND AS 109. Obtaining an understanding of the determination of the measurement of the investments and tested the reasonableness of the significant judgment applied by the management. Evaluated the design of internal controls relating to measurement and also tested the operating effectiveness of the aforesaid controls. Obtaining understanding of the basis of valuation adopted in respect of fair value investment and ensured that valuation techniques used are appropriate in circumstances and for which sufficient data are available to appropriate in circumstances which sufficient data. Assessed the appropriateness of the discloser in the standalone financial statements in accordance with the applicable financial reporting framework.

Emphasis of Matters

We draw attention to-

- On application of IND AS-109 "Financial Instruments" which requires all the investment and Inventory shall be recognized



to Fair value and current year OCI due to decrease in value of investment and inventory from cost is 4.02 Crores and 13.06 Crores respectively.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is 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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Information Other Than The Financial Statements And Auditors' Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the Standalone Financial Statements and our auditors' report thereon. Our opinion on the Standalone 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 Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether such 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, 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.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 financial statements.

Paragraph 40(b) of this SA explains that the shaded material below can be located in an Appendix to the auditor's report. Paragraph 40(c) explains that when law, regulation or applicable auditing standards expressly permit, reference can be made to a website of an appropriate authority that contains the description of the auditor's responsibilities, rather than including this material in the auditor's report, provided that the description on the website addresses, and is not inconsistent with, the description of the auditor's responsibilities below.

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 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 Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system 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 made by management.
- Conclude on the appropriateness of management's 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 Company's ability to continue as a going concern. 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 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 financial statements, including the disclosures, and whether the 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. 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 the 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, 2016 ("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 statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

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 Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,
- (e) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 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 over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (g) 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:
 - 1) The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
 - 2) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - 3) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For R SONI & COMPANY
Chartered Accountants
Firm's Registration No. 130349W

Sd/-
Rajesh Soni
Partner
Membership No. 133240

Place of Signature: Mumbai
Date: 17th July, 2020



ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended March 31st, 2020, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The Company has a regular program of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of one years. In accordance with this program, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

(c) There are no immovable properties held by the Company.
- ii. The management has conducted the physical verification of inventory at reasonable intervals. We are informed that no material discrepancies were noticed on physical verification of the inventory.
- iii. (a) The Company has granted loans to one party covered in the register maintained under section 189 of the Companies Act,2013 ('the Act'),

(b) In the case of the loans granted to any parties in the register maintained under section 189 of the act, the borrowers have been regular in the payment of the interest as stipulated. The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(ii) (b) of the order is not applicable to the company in respect of payment of the principal amount.

(c) There are no overdue amounts for period of more than ninety days in respect of the loans granted to the bodies corporate listed in the register maintained under section 189 of the act.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with provision of section 185 and 186 of Act, with respect to the loan and investment made.
- v. The Company has not accepted any deposits during the year within the meaning of the provisions of section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Act, for any of the services rendered by the Company
- vii. (a) According to the information and explanations given to us and on the basis of our examination of the records, the Company is regular in depositing undisputed statutory dues including provident fund, income tax, service tax, cess and other material statutory dues with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, wealth tax, duty of customs, value added tax, employees' state insurance and duty of excise.

(b) According to the information and explanation given to us, there is no dispute pending in respect of dues of provident fund/sales tax/wealth tax/service tax/custom duty/excise duty/cess/value added tax, were in arrears as at 31st march, 2020 for a period of more than six month from the date they became payable.
- viii. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. Based upon the audit procedure performed for purpose of reporting the true and fair view of the Financial Statements and According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- xi. According to the information and explanations given to us and based on our examination of the record of the Company, managerial remuneration has been paid/provided in accordance with the requisite approvals.
- xii. In our opinion and according to the information and explanations given to us, the company is not Nidhi Company. Accordingly, paragraph 3(xii) of Order is not applicable.
- xiii. 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 sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Standalone financial statements as required by the applicable accounting standards.
- xiv. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.



- xv. According to the information and explanations given to us and based on our examination of the record of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him.
- xvi. According to the information and explanations given to us, the provisions of the section 45-IA of the Reserve Bank of India Act, 1934 are applicable to the company. However, the company has not complied with the same.

For R SONI & COMPANY
Chartered Accountants
Firm's Registration No. 130349W

Sd/-
Rajesh Soni
Partner
Membership No. 133240

Place of Signature: Mumbai
Date: 17th July, 2020

ANNEXURE B TO THE AUDITORS' REPORT

Report on the Internal Financial Controls 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 of 31st March 2020 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management 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 (the "Guidance Note") issued by the Institute of Chartered Accountants of India (the "ICAI"). 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, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting 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") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 was 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 judgment, including the assessment of the risks of material misstatement of 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 controls 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

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) 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 authorizations of management and directors of the company; and

- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent 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 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, the company has, in all material respects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at march 31,2020, 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 control over financial reporting issued by the Institute of Chartered Accountant of India.

For R SONI & COMPANY
Chartered Accountants
Firm's Registration No. 130349W

Sd/-
Rajesh Soni
Partner
Membership No. 133240

Place of Signature: Mumbai
Date: 17th July, 2020



DHANLAXMI COTEX LIMITED

Balance Sheet as at 31st March, 2020

(Amount in Rupees)

PARTICULARS	Note	As at 31.03.2020		As at 31.03.2019	
ASSETS					
1 Non-Current Assets					
Property, Plants & Equipment	1	31,467		10,564	
Financial Assets					
Non-Current Investments	2	68,516,893		151,797,722	
Other Tax Assets(Net)	3	527,631		690,871	
Other Non-Current Assets	4	64,522,923	133,598,913	3,205,416	155,704,572
2 Current Assets					
Inventories	5	61,807,042		177,375,704	
Financial Assets					
Trade Receivable	6	-		1,324,606	
Cash and Bank Balances	7	865,112		5,412,910	
Current Tax Assets(Net)	8	-		-	
Current Investments	9	30,953,082	93,625,236	22,111,425	206,224,646
TOTAL ASSETS			227,224,149		361,929,218
EQUITY AND LIABILITIES					
1 EQUITY					
Equity Share Capital	10	48,713,500		48,713,500	
Other Equity	11	174,420,290	223,133,790	312,370,594	361,084,094
Non - Current Liabilities					
Deferred Tax Liability			668,045		669,887
2 Current Liabilities					
Financial Liabilities					
Trade Payable	12	60,418		-	
Unsecured Loan	13	2,500,000		-	
Other Current Liabilities	14	861,896	3,422,314	175,237	175,237
TOTAL EQUITY & LAIBILITIES			227,224,149		361,929,218

As per our attached report of even date

For R. Soni & Co.

Chartered Accountants

(Registration No. 130349W)

UDIN: 20133240AAAALQ2621

Sd/-

Rajesh Soni

(Partner)

(Membership No. 133240)

Place: Mumbai

Dated: 17th July 2020

For and on behalf of the Board of Directors

Sd/-

Mahesh S. Jhawar

(Whole Time Director)

DIN: 00002908

Sd/-

Ganesh Singh

(Chief Financial Officer)

Sd/-

Rahul M. Jhawar

(Director)

DIN: 07590581

Sd/-

Khyati Modi

(Company Secretary)

Sd/-

Natwar Agarwal

(Director)

DIN: 08170211



DHANLAXMI COTEX LIMITED

Statement of Profit and Loss for the year ended 31st March, 2020

	PARTICULARS	Note	(Amount in Rupees)	
			Year Ended 31.03.2020	Year Ended 31.03.2019
A	CONTINUING OPERATIONS			
1	Revenue from operations	15	50,713,324	49,031,016
2	Other Income	16	48,131,147	9,918,627
	Total Revenue		98,844,471	58,949,643
3	Expenses			
	(a) Purchases of Stock in Trade	17	65,790,650	82,781,312
	(b) Changes in Inventories	18	(15,028,240)	(37,401,923)
	(c) Employees Benefit Expenses	19	8,383,264	6,615,107
	(d) Depreciation	1	26,297	15,846
	(e) Other Expenses	20	3,210,567	2,772,325
	Total Expenses		62,382,539	54,782,667
4	Profit Before Exceptional Items & Taxes		36,461,932	4,166,976
	Exceptional Items		-	-
	Profit/(Loss) Before Taxes		36,461,932	4,166,976
	Tax Expenses			
	(a) Current Tax		3,575,321	498,328
	(b) Earlier Tax		-	-
	(c) Deferred Tax		1,842	227
	Net Tax Expenses		3,573,479	498,101
	Profit/(Loss) for the period	A	32,888,454	3,668,875
	Other comprehensive income			
	Items that will not be reclassified to profit or loss		(170,838,757)	(5,260,997)
	- 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		-	-
	Total comprehensive income for the period	B	(170,838,757)	(5,260,997)
	<i>(Profit/ loss + other comprehensive income)</i>	(A+B)	(137,950,304)	(1,592,122)
	Earnings per Equity share (Face Value of Rs. 10/- each)			
	a) Basic		6.75	0.75
	b) Diluted		6.75	0.75
	Significant Accounting Policies Notes of Financial Statements	1-28		

As per our attached report of even date

For and on behalf of the Board of Directors

For R. Soni & Co.

Chartered Accountants

(Registration No. 130349W)

UDIN: 20133240AAAAALQ2621

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

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

Sd/-
Natwar Agarwal
(Director)
DIN: 08170211

Sd/-
Rajesh Soni
(Partner)
(Membership No. 133240)

Sd/-
Ganesh Singh
(Chief Financial Officer)

Sd/-
Khyati Modi
(Company Secretary)

Place: Mumbai

Dated: 17th July 2020



DHANLAXMI COTEX LIMITED

Cash Flow Statement for the Year Ended 31 March, 2020

(Amount in Rupees)

Particulars	For the year ended		For the year ended	
	31 st March 2020		31 st March 2019	
A. Cash flow from operating activities				
Net Profit / (Loss) before extraordinary items and tax		36,461,932		4,166,976
Adjustments for:				
Depreciation and amortization	26,297		15,846	
(Profit) (-) Loss (+) on sale of Investment	(45,065,914)		(3,720,062)	
Dividend received	(2,543,877)		(2,598,214)	
Interest income	(5,753,241)		(3,144,222)	
Operating profit / (loss) before working capital changes		(16,874,803)		(5,279,675)
Changes in working capital:				
<i>Adjustments for (increase) / decrease in operating assets:</i>				
Inventories (increase / decrease)	(15,028,240)		(37,401,923)	
Trade and other receivables	1,324,606		1,200,076	
Other current assets	(3,412,081)		53,380,113	
Other non-current assets	(61,317,507)		(1,500,000)	
Trade and other Payables	60,416		(2,122,516)	
Unsecured Loan	2,500,000		-	
Other Current Liabilities	686,659		(553,149)	
Cash generated from operations		(75,186,146)		13,002,600
		(92,060,950)		7,722,925
Net income tax (paid) / refunds		-	498,328	498,328
Net cash flow from / (used in) operating activities (A)		(92,060,950)		7,224,597
B. Cash flow from investing activities				
Purchase of Investment	34,197,319		(17,557,916)	
Long Term and Short Capital Gains	45,065,914		3,720,062	
Interest received	5,753,241		3,144,222	
Dividend Received	2,543,877		2,598,214	
Purchase of FA	(47,200)		-	
Net cash flow from / (used in) investing activities (B)		87,513,152		(8,095,418)
C. Cash flow from financing activities				
Net cash flow from / (used in) financing activities (C)		-		-
Net increase / (decrease) in Cash and cash equivalents (A+B+C)		(4,547,798)		(870,821)
Cash and cash equivalents at the beginning of the year		5,412,910		6,283,731
Cash and cash equivalents at the end of the year		865,112		5,412,910

As per our attached report of even date

For and on behalf of the Board of Directors

For R. Soni & Co.

Chartered Accountants

(Registration No. 130349W)

UDIN: 20133240AAAALQ2621

Sd/-

Rajesh Soni

(Partner)

(Membership No. 133240)

Place: Mumbai

Dated: 17th July 2020

Sd/-

Mahesh S. Jhavar

(Whole Time Director)

DIN: 00002908

Sd/-

Ganesh Singh

(Chief Financial Officer)

Sd/-

Rahul M. Jhavar

(Director)

DIN: 07590581

Sd/-

Khyati Modi

(Company Secretary)

Sd/-

Natwar Agarwal

(Director)

DIN: 08170211



DHANLAXMI COTEX LIMITED

Notes on Financial Statements for the year ended 31st March, 2020

(Amount in Rupees)

(Amount in Rupees)												
Particulars	Gross Block					Depreciation/ Amortization/ Impairment Losses				Net Block		
	As at 01.04.19	Through purchase	Through business combination	Deduction During The year	As at March 20	Up To March 19	Dep. for the year	Impairment Losses	Deduction during the year	As at 31.03.20	As at 31.03.20	As at 31.03.19
Computer	82,550	47,200	-	-	129,750	71,986	26,297	-	-	98,283	31,467	10,564
Total	82,550	47,200	-	-	129,750	71,986	26,297	-	-	98,283	31,467	10,564
Previous Year	82,550	-	-	-	82,550	56,140	15,846	-	-	71,986	10,564	26,410

(Amount in Rupees)									
Sr. No.	Non-Current Investments (At fair market value)	As at 31.03.2020				As at 31.03.2019			
		Face value	Qty	Rate	Amount	Face value	Qty	Amount	
1	Aditya Birla Fashion & Retail Ltd	10	23,423	152.90	3,581,377	10	23,423	5,175,312	
2	Aditya Birla Capital Ltd	10	3,150	42.20	132,930	10	3,150	307,598	
3	Aftek Info Ltd. (Bonus)	10	7,564	1.63	12,329	10	7,564	12,329	
4	Ajay Multi Projects Ltd	10	56,800	0.00	-	10	56,800	115,304	
5	Alok Industries	10	2,000	3.92	7,840	-	-	-	
6	Bank of Baroda	2	10,000	53.55	535,500	2	10,000	1,288,000	
7	Biria Tyre	10	2,000	2.95	5,900	-	-	-	
8	Central Bank of India	10	25,000	12.20	305,000	10	25,000	912,500	
9	Compuage Infocom	10	320	8.34	2,669	-	-	-	
10	Crest Animation Com Ltd	10	7,315	1.05	7,681	10	7,315	7,681	
11	Dalmia Bharat	10	10,129	490.60	4,969,287	-	-	-	
12	DCM Nouvelle	10	14,807	27.15	402,010	-	-	-	
13	DIVIS Laboratories Ltd.	2	4,150	1,989.05	8,254,558	2	8,500	14,477,200	
14	DSQ Software Ltd. (Bonus)	10	25	6.60	165	10	25	165	
15	DLF Limited	10	500	137.50	68,750	-	-	-	
16	Elecon Engineering Co. Ltd.	2	-	0.00	-	2	70,000	4,427,500	
17	Future Ent	10	5,000	8.65	43,250	-	-	-	
18	Gas Authority of India Ltd.	10	5,000	76.45	382,250	10	5,000	1,736,500	
19	Gas Authority of India Ltd (Bonus)	10	21,664	76.45	1,656,213	10	8,332	2,893,704	
20	Garden Silk Ind. Ltd.	10	14,389	5.25	75,542	10	14,389	287,780	
21	Grasim Ind. Ltd.	2	2,250	475.40	1,069,650	2	2,250	1,930,950	
22	Glenmark Pharmaceuticals Ltd	1	18,000	205.85	3,705,300	1	18,000	11,619,900	
23	GPI Textiles	10	3,060	0.00	-	10	3,060	70,167	
24	GTN Textiles Ltd.	10	5,000	7.54	37,700	10	5,000	46,400	
25	Hathway Bhawani	10	3,180	9.36	29,765	10	3,180	12,307	
26	Hindustan Motors	10	5,000	3.04	15,200	-	-	-	
27	Hindustan Development Crop Ltd	10	3,500	0.00	-	10	3,500	19,600	
28	Indian Oil Ltd.	10	-	0.00	-	10	13,500	2,196,450	
29	Indian Oil Ltd. (Bonus)	10	-	0.00	-	10	70,500	11,470,350	
30	IDFC Ltd.	10	2,000	14.85	29,700	10	40,000	1,856,000	
31	IDFC Bank Ltd.	10	2,000	21.10	42,200	10	50,000	2,760,000	
32	ISMT	10	5,000	2.61	13,050	-	-	-	
33	Intense Technology	10	1,000	14.10	14,100	-	-	-	
34	Jaiprakash Associates Ltd (Bonus)	2	5,500	1.07	5,885	2	5,500	30,250	
35	JCT Ltd.	2.50	-	0.00	-	2.50	40,500	68,445	
36	Karnataka Bank Ltd	10	100,000	42.05	4,205,000	10	100,000	13,345,000	
37	Karnataka Bank Ltd (Bonus)	10	10,000	42.05	420,500	-	-	-	
38	KCP Sugar	10	15,308	13.11	200,688	-	-	-	
39	Kotak Mahindra Bank Ltd	5	1,000	1296.05	1,296,050	5	1,000	1,335,750	
40	Kotak Mahindra Bank Ltd (Bonus)	5	1,000	1296.05	1,296,050	5	1,000	1,335,750	
41	Laurus Labs Ltd.	10	-	0.00	-	10	10,000	3,997,500	



DHANLAXMI COTEX LIMITED

42	Larsen & Turbo	10	450	806.85	363,083	-	-	-
43	Maars Software (Bonus)	10	24,850	0.26	6,461	10	24,850	6,461
44	Magnum Ventures	10	23,125	2.71	62,669	-	-	-
45	MMTC Limited	10	1,500	12.35	18,525	-	-	-
46	Nagarjuna Ferti	10	2,750	3.12	8,580	-	-	-
47	Nagarjuna Oil	10	2,500	0.25	625	-	-	-
48	NCC Ltd	2	36,747	18.80	690,844	2	36,747	4,137,712
49	Nahar Polyfilm	5	14,065	26.05	366,393	5	14,065	528,844
50	Nahar Spg. Ltd.	5	34,500	26.00	897,000	5	34,500	3,160,200
51	Nahar Capital Ltd.	5	3,288	51.45	169,168	5	3,288	297,564
52	Nahar Industry Enterprises	10	13,787	17.65	243,341	10	13,787	605,939
53	Network -18 Media	5	53,821	18.40	990,306	5	53,821	1,918,719
54	Nextgen	10	800	1.78	1,424	-	-	-
55	Orient Paper	2	1,000	14.60	14,600	2	10,129	10,026,191
56	Peninsula Land Ltd.	2	15,000	2.34	35,100	2	10,000	83,200
57	Pennar Ind	10	5,000	14.00	70,000	-	-	-
58	Prakash Pipes	10	1,912	23.40	44,741	-	-	-
59	Prime Proper	10	675	9.57	6,460	-	-	-
60	Punj Lloyd Ltd.	2	25,000	0.85	21,250	2	25,000	52,750
61	Rana Sugars	10	25,000	3.30	82,500	-	-	-
62	Reliance Industries Ltd.	10	1,587	1113.75	1,767,521	10	1,587	2,163,433
63	Reliance Industries Ltd. (Bonus)	10	5,333	1113.75	5,939,629	10	5,333	7,269,146
64	Sail	10	2,000	23.05	46,100	-	-	-
65	Sanpada Chem	10	20,000	10.60	212,000	-	-	-
66	Sarla Perform	10	2,000	12.75	25,500	-	-	-
67	Sun Pharmaceutical Ltd (Ranbaxy)	1	7,800	352.20	2,747,160	1	7,800	3,738,150
68	Shilpa Medicare Ltd.	1	176	244.65	43,058	1	10,185	3,464,937
69	Sistema Shyam Teleservices Ltd.	10	9,170	0.00	-	10	9,170	77,512
70	Siti Network Ltd	10	250	0.55	138	-	-	-
71	Sobha Limited	10	149	135.40	20,175	-	-	-
72	Subex Limited	10	10,000	3.07	30,700	-	-	-
73	Tata Comm	10	500	233.20	116,600	-	-	-
74	Tata Steel	10	119	269.75	32,100	-	-	-
75	TIL	10	100	100.95	10,095	-	-	-
76	TV-18 Broadcast Ltd.	2	100,454	15.50	1,557,037	2	100,454	3,566,117
77	3I Infotech	10	40,000	1.32	52,800	-	-	-
78	Vedanta Limited	10	720	64.75	46,620	-	-	-
Sub Total - A					49,564,389			124,833,264

UN QUOTED SHARES								
1	M R Shares Broking Pvt. Ltd.	-	-	-	-	10	600,000	6,000,000
2	V.R.M. Share Broking Pvt. Ltd.	-	-	-	-	10	350,000	3,500,000
Sub Total - B								9,500,000
ASSOCIATE COMPANY SHARES								
1	Dhanlaxmi Fabrics Ltd	10	347,079	1.46	508,124	10	347,079	508,115
2	Dhanlaxmi Fabrics Ltd	10	838,000	22.01	18,444,380	-	-	-
Sub Total - C								508,115
Grand Total (A+B+C)					68,516,893			134,841,379

Note - 3		Year Ended	Year Ended
OTHER TAX ASSETS(NET)		31.03.2020	31.03.2019
Income Tax Receivables		527,631	690,871
Total		527,631	690,871
Note - 4		Year Ended	Year Ended
OTHER NON-CURRENT ASSETS		31.03.2020	31.03.2019
Long Term Loans (ICD)		62,998,663	2,681,156
Deposits -Long Term		1,524,260	524,260
Total		64,522,923	3,205,416
Note - 5		Year Ended	Year Ended
INVENTORIES		31.03.2020	31.03.2019
Stock -in -Trade (Shares)		61,807,042	177,375,704
Total		61,807,042	177,375,704



DHANLAXMI COTEX LIMITED

Note - 6 TRADE RECEIVABLES	Year Ended 31.03.2020	Year Ended 31.03.2019
More than Six Months	-	-
Less than Six Months	-	1,324,606
Total	-	1,324,606

Note - 7 CASH AND CASH EQUIVALENTS	Year Ended 31.03.2020	Year Ended 31.03.2019
Cash in Hand	88,387	113,478
Balance with Bank	776,725	5,299,433
Total	865,112	5,412,910

Note - 8 CURRENT TAX ASSETS(NET)	Year Ended 31.03.2020	Year Ended 31.03.2019
Advance Tax & TDS Receivable	3,575,321	-
Provision for Income Tax	(3,575,321)	-
Total	-	-

Note - 9								
SR. No.	Current Investments Fair Market Value	As at 31.03.2020				As at 31.03.2019		
		Face value	Qty	Rate	Amount	Face value	Qty	Amount
1	Chennai Super Kings- Bonus	10	2,000	-	-	10	2,000	-
2	ABSL Liquid Fund				5,080,740			
3	HDFC Liquied Fund		-	-	-		5,375	15,111,425
4	Sundaram BNP PSU Fund	10	76,470	65.38	5,000,000	10	76,470	6,456,343
5	Motilaloswal Select Opportunity Fund	10	1,009,333	0.00	10,000,000	10	1,009,333	10,000,000
6	Edelwise Crossover Opportunity Fund		-	0.00	10,872,342	10	-	7,500,000
Grand Total		Market Fare Value - B			30,953,082	Market Fare Value - B		39,067,768
		Total (A+B)			99,469,974	Total (A+B)		173,909,147

Note - 10 EQUITY SHARE CAPITAL	As at 31.03.2020	As at 31.03.2019
Authorised : 55,00,000 Equity Shares of Rs.10/- each (Previous Year 55,00,000 Equity Shares of Rs.10/- each per value)	55,000,000	55,000,000
Issued, Subscribed & Paid-up : 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)	48,713,500	48,713,500
TOTAL	48,713,500	48,713,500

Note No 10.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting Period 31-03-2020				
Particulars	As at 31st March, 2020		As at 31st March, 2019	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	4,871,350	48,713,500	4,871,350	48,713,500
Add: Shares issued during the year	-	-	-	-
Less : Shares bought back (if any)	-	-	-	-
Number of shares at the end	4,871,350	48,713,500	4,871,350	48,713,500

Note No 10.2: Terms/rights attached to equity shares

- 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.
- 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 10.3: 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.



DHANLAXMI COTEX LIMITED

Name of Share Holders	As at 31st March, 2020		As at 31st March, 2019	
	No of Shares	% held	No of Shares	% held
Eskay Niryat Pvt. Ltd.	529540	10.87	529540	10.87
Ajay Multi Projects Ltd.	141695	2.91	141695	2.91
Ramautar S. Jhawar	497115	10.20	497115	10.20
Kamala R. Jhawar	508500	10.44	508500	10.44

Note - 11		
OTHER EQUITY	As at 31.03.2020	As at 31.03.2019
Capital Reserve		
At the beginning and at the end of the year	1,185,603	1,185,603
General Reserve		
At the beginning and at the end of the year	-	-
Security Premium		
Opening Balance	89,827,000	89,827,000
Add: during the year	-	-
Closing Balance	-	-
Surplus Closing Balance	89,827,000	89,827,000
Other Comprehensive Income		
Opening Balance	36,420,669	41,681,666
Add: during the year	(170,838,757)	(5,260,997)
Closing Balance	(134,418,088)	36,420,669
Surplus		
Opening Balance (As per the last Balance sheet)	184,937,322	181,268,447
Add: Transferred from surplus	32,888,454	3,668,875
Sub Total - B	217,825,776	184,937,322
Grand Total (A+B)	174,420,290	312,370,594

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 ST MARCH, 2020						
A. Equity Share Capital						
Particulars	Amount					
Balance at 31st March, 2019	48,713,500					
Changes in equity share capital during the year	-					
Balance at 31st March, 2020	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 31st March, 2019	89,827,000	1,185,603	-	184,937,322	36,420,669	312,370,594
Profit for the year	-	-	-	32,888,454	-	32,888,454
Final Dividend	-	-	-	-	-	-
Tax on Dividend	-	-	-	-	-	-
Trf to General Reserve	-	-	-	-	-	-
Fair Value effect of Investments of shares	-	-	-	-	(170,838,757)	(170,838,757)
Balance at 31st March, 2020	89,827,000	1,185,603	-	217,825,776	134,418,088	174,420,290

Note - 12		
CURRENT LIABILITIES	Year Ended 31.03.2020	Year Ended 31.03.2019
Trade Payable	60,418	-
Total	60,418	-



DHANLAXMI COTEX LIMITED

Note - 13		
UNSECURED LOAN	Year Ended 31.03.2020	Year Ended 31.03.2019
Loan From Director	2500000.00	-
Total	2,500,000	-
Note - 14		
OTHER CURRENT LIABILITIES	Year Ended 31.03.2020	Year Ended 31.03.2019
Creditors for Expenses	101,700	43,200
Outstanding Expenses	599,367	-
Outstanding Statutory Liabilities	160,829	132,037
Short Term Borrowings	-	-
Total	861,896	175,237
Note - 15		
SALES	Year Ended 31.03.2020	Year Ended 31.03.2019
Sale of Shares	50,713,324	49,031,016
Total	50,713,324	49,031,016
Note - 16		
OTHER INCOME	Year Ended 31.03.2020	Year Ended 31.03.2019
Interest Income	5,753,241	3,144,222
Dividend Income	2,543,877	2,598,214
Misc. Income	-	456,130
Long Term Investment Profit	44,439,215	3,656,315
Short Term Investment Profit	626,699	63,747
Loss on F&O	(5,231,886)	-
Total	48,131,147	9,918,627
Note - 17		
PURCHASES	Year Ended 31.03.2020	Year Ended 31.03.2019
Purchase of Shares	65,790,650	82,781,312
Total	65,790,650	82,781,312
Note - 18		
Changes in Inventories	Year Ended 31.03.2020	Year Ended 31.03.2019
Opening Stock : (Shares)	177,375,704	139,973,781
Closing Stock : (Shares)	192,403,944	177,375,704
Total	(15,028,240)	(37,401,923)
Note - 19		
EMPLOYEES BENEFIT EXPENSES	Year Ended 31.03.2020	Year Ended 31.03.2019
Directors Remuneration	6,000,000	6,000,000
Directors Sitting Fees	18,000	22,000
Staff Salary & Bonus	2,343,912	505,141
Staff Welfare	21,352	87,966
Total	8,383,264	6,615,107
Note - 20		
OTHER EXPENSES	Year Ended 31.03.2020	Year Ended 31.03.2019
Establishment Expenses		
Audit Fees (See Notes)	47,200	47,200
Advertisement & Exhibition Expenses	119,705	31,417
Bank & Demat Charges	13,338	2,243
Bad-Debts	236	-
Company's Contribution to Provident Fund	344,575	376,650
Conveyance Expenses	7,618	25,806
Computer Repair & Maintenance	-	70,000
Director Exam Fees	53,100	-



DHANLAXMI COTEX LIMITED

E-Voting	-	5,900
Electricity Expenses	62,526	-
Filing Fees	9,850	8,418
GST	54,815	-
Interest Paid	-	497,718
Legal & Professional	445,672	560,400
Listing Fees & Depository Expenses	380,708	305,620
Medical Expenses	10,743	-
Office Expenses	110,760	105,174
Office Rent	160,000	60,000
Printing & Stationery	95,372	76,140
Postage, Courier & Telegram	7,701	53,081
Profession Tax	7,500	7,500
Repair & Maintenance	176,021	175,164
Service Charges & STT	771,339	-
Telephone Expenses	17,485	28,003
Travelling Expenses	209,409	245,091
Vehicle Expenses	104,894	90,801
TOTAL	3,210,567	2,772,325

21. Related party disclosure

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

Sr. No.	Related Parties	Nature of Relationship
(i)	M R Share Broking Private Limited	Group Company
(ii)	VRM Share Broking Private Limited	Group Company
(iii)	Ramautar Jhawar	Promoter
(iv)	Mahesh Jhawar	Promoter Whole Time Director
(v)	Kamla Jhawar	Promoter
(vi)	Gopal Mohta	Independent Director
(vii)	Natwar Agarwal	Independent Director
(viii)	Chandra Kishore Bohra	CFO
(ix)	Laxmi Jhawar	Promoter Director
(x)	Rahul Mahesh Jhawar	Promoter Director
(xi)	Arpit Tibrewala	Independent Director
(xii)	Niyati Ketan Shah	Independent Director

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	2019-20 Rs.	2018-19 Rs.
(i)	Ramautar Jhawar	Rent	-	60,000
(ii)	Laxmi Jhawar	Deposit	1,000,000	-
(iii)	Mahesh Jhawar	Director Remuneration	5,000,000	-
(iv)	Mahesh Jhawar	Loan	2,500,000	-
(v)	Ramautar Jhawar	Director Remuneration	1,000,000	6,000,000
(vi)	M R Share Broking Private Limited	Sale of Shares	91,595	4,210,038
(vii)	VRM Share Broking Private Limited	Sale of Shares	44,487,388	12,470,288
(viii)	M R Share Broking Private Limited	Purchase of Shares	24,136,454	3,104,256
(viii)	VRM Share Broking Private Limited	Purchase of Shares	18,335,195	37,939,677
(ix)	Jhawar Trade and Investments	Sale of Shares	30,884,000	-
(x)	Konika Nirmal Shah	Company Secretary	112,500	69,900
(xi)	Ganesh Singh	CFO Remuneration	180,000	-
(xii)	Chandra Kishore Bohra	CFO Remuneration	154,000	419,941

i) Director Remuneration is net of TDS Payable and Contribution to Provident Fund Account etc.

22. 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 2020					
Particulars	Carrying amount			Fair value	
	Through OCI	Amortized Cost	Total	Level 1	Total
Financial assets					
Investments	99,469,974	-	99,469,974	99,469,974	99,469,974
Trade Receivables	-	-	-	-	-
Other Non-Current Assets	-	64,522,923	64,522,923	-	-
Cash and cash equivalents	-	865,112	865,112	-	-
Cash and cash equivalents	-	-	-	-	-
	99,469,974	65,388,035	164,858,009	99,469,974	99,469,974
Financial liabilities					
Trade Payables	-	861,896	861,896	-	-
	-	861,896	861,896	-	-

As at 31st March 2019					
Particulars	Carrying amount			Fair value	
	Through OCI	Amortized Cost	Total	Level 1	Total
Financial assets					
Investments	173,909,147	-	173,909,147	173,909,147	173,909,147
Trade Receivable	-	1,324,606	1,324,606	-	-
Other Non-Current Assets	-	3,205,416	3,205,416	-	-
Cash and cash equivalents	-	5,412,910	5,412,910	-	-
	173,909,147	9,942,932	183,852,079	173,909,147	173,909,147
Financial liabilities					
Trade Payables	-	175,237	175,237	-	-
	-	175,237	175,237	-	-

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 minimize 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 counter-parties 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 a no reasonable expectations 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 recognized 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.

Ageing of Accounts receivables :		(Amount in Rs.)
Particulars	As at March 31, 2020	As at 31st March 2019
0 - 6 months	-	1,324,606
Beyond 6 months	-	-
Total	-	1,324,606

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. 05. 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 exposure is 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 Co. manages its interest rate risk by monitoring the movements in the market interest rates closely.

23. 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.).

24. 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 17.07.2020.

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 recognizes 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 recognized 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 recognizes income from sale of shares & securities on accrual basis.

(II) Other Income

(i) Interest Income

Interest is recognized 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 recognized 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 recognized 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.



(E) Inventories Valuation

(i) Inventories are Stated at Cost

(F) 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.

(G) Trade receivables

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

(H) 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 recognized initially at their fair value and subsequently measured at amortized cost using the effective interest method.

(I) 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."

(J) 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.

(K) Investments

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

(L) Employee Benefit

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

(O) Earnings Per Share

Basic earnings per share is 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 is 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.

(P) 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 realized 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 recognized 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 recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the no tax has been recognized in the books of Accounts.

(Q) 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.

(R) 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.

(S) 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.

(T) 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 recognized using trade date accounting.

(ii) Subsequent measurement

(a) Financial assets carried at amortized cost (AC): A financial asset is measured at amortized 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 recognized 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 recognized 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.

25. 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. 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 a corresponding effect of cost and market value have taken in OCI (other comprehensive income)

27. "The World Health Organization has declared the novel coronavirus (COVI O- 19) as a pandemic on March 11, 2020. Besides the impact of this outbreak on human life, it has also disrupted the financial, economic and social structures of the entire world. The Central Government in India also declared a national lockdown from March 25, 2020 to May 31, 2020, through various notifications, and subsequently the Central Government has announced Unlock 1.0 till June 30, 2020. During the unlock 1.0 period private offices are allowed to operate with 10% of the staff with certain conditions initially and restricted the movement as a preventive/ precautionary measures to avoid the spread of COVID- 19. 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."

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 and on behalf of the Board of Directors

For R. Soni & Co.

Chartered Accountants

(Registration No. 130349W)

UDIN: 20133240AAAALQ2621

Sd/-

Rajesh Soni

(Partner)

(Membership No. 133240)

Place: Mumbai

Dated: 17th July 2020

Sd/-

Mahesh S. Jhawar

(Whole Time Director)

DIN: 00002908

Sd/-

Ganesh Singh

(Chief Financial Officer)

Sd/-

Rahul M. Jhawar

(Director)

DIN: 07590581

Sd/-

Khyati Modi

(Company Secretary)

Sd/-

Natwar Agarwal

(Director)

DIN: 08170211