

NOTICE OF (02/2021-22) BOARD MEETING



Date: 17/06/2021

**To,
The Board of Directors
Dhanlaxmi Cotex Limited,
Mumbai**

Sub: Notice Cum Agenda of (02/2021-22) Board Meeting

In terms of **Regulation 29 & 47(1)** of Securities & Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015, this is to inform that the meeting of the Board of Directors of **M/s. Dhanlaxmi Cotex Limited** will be held on **26th June, 2021** at registered office at 285, Chatrabhuj Jivandas House, 2nd Floor, Princess Street, Mumbai - Maharashtra - 400002 at 03.30 p.m. to consider and approve the followings::

Item No.	Agenda Item	Page No.	
		From	To
1	<ul style="list-style-type: none">❖ Appointment of Chairman❖ Ascertain of Quorum❖ To Grant Leave of Absence, If Any.	2	2
2	To take note on Status of Minutes of previous Board and Committees Meeting held along with Statutory Registers.	3	3
3	To consider & approve the Standalone Audited Financial Results for the Quarter and Financial Year ended 31st March, 2021 along with Auditors Report thereon.	4	4
4	To consider the promoter reclassification application under Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and amendment thereto.	5	5
5	Any other items with the permission of chair.	6	6
	<p>Further, pursuant to the provisions of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and as per the terms of "Code of Conduct for Prevention of Insider Trading" of the Company, the Trading Window shall remain closed from 31st March, 2021 till 48 hours for Directors and Designated Employees as defined in the Code after the public announcement of Financial Results of the Company for the F.Y. ended on 31st March, 2021.</p> <p>Further, in terms of Regulation 46 of the Securities & Exchange Board of India (Listing Obligations and Disclosures) Regulations, 2015, the Notice has been displayed on the website of the company.</p> <p>We shall forward the audited results immediately after conclusion of the Board meeting. We shall also arrange to publish the audited results in newspapers in terms of Regulation 47 of the SEBI (Listing Obligations and Disclosure Requirements Regulations), 2015 immediately after approval by the Board</p>		

You are requested to make it Convenient to attend the meeting.
Kindly acknowledge the Receipt.

NOTICE OF (02/2021-22) BOARD MEETING

DCL

Thanking You
Yours Faithfully
For Dhanlaxmi Cotex Limited

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

Encl: Agenda Notes

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ITEM NO. 1

- ❖ APPOINTMENT OF CHAIRMAN
- ❖ ASCERTAIN OF QUORUM
- ❖ TO GRANT LEAVE OF ABSENCE, IF ANY

NOTE: Leave of absence to the Members of the Committee, if any, will be placed at the time of the Meeting.

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ITEM NO. 2

**TO TAKE THE NOTE ON STATUS OF MINUTES OF BOARD /
COMMITTEES MEETINGS HELD AND SIGNED THE STATUTORY
REGISTERS**

The Board members are requested to read, confirm and approve the minutes of the last Board Meeting held on 10th February, 2021 and other committee meetings held since last Board meeting with all Statutory Registers.

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ITEM NO. 3

TO CONSIDER AND APPROVE THE AUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2021 ALONG AUDITORS REPORT THEREON.

The Standalone Audited Standalone Financial Statement for the quarter and year ended 31st March, 2021 in compliance with the provisions of Regulation 18 Schedule II Part C of the SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015 along with CFO certificate thereon and Auditors Report thereon reviewed and approved by the Audit Committee is recommended to the Board for the consideration and approval.

The Board members are requested to review and examine and adopt the Audited Financial results, reviewed and approved by the Audit Committee for the quarter and year ended 31st March 2021 along with Audit report there on.

Accordingly the members of the Board may discuss and recommend to the members of the Company Financials for their consideration and approval.

DRAFT RESOLUTION:

“RESOLVED THAT the Standalone Audited Financial Statement containing Profit and Loss A/c for the year ended 31st March, 2021, Balance Sheet, Cash Flow as on that date along with Auditors Report and Notes forming part thereof, as placed before the Board be and is hereby approved and be signed by any two Directors and KMPs of the Company on behalf of Board and that said financials be recommended to the Members for their approval at ensuing Annual General Meeting of the Company.”

“RESOLVED FURTHER THAT Audited Financial Statement for the quarter and year ended 31st March 2021, in prescribed format of Stock Exchange in compliance of Regulation 33 of the (Listing Obligation and Disclosure Requirements) Rule, 2015 shall be publish in the two newspapers i.e. one in English and another in vernacular language and same be forwarded to Bombay Stock Exchange.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to file the necessary e-form with the Registrar and to do all other necessary things to give effect to this resolution.”

ITEM NO. 4

TO CONSIDER THE PROMOTER RECLASSIFICATION APPLICATION UNDER REGULATION 31A OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS") AND AMENDMENT THERETO.

"RESOLVED THAT pursuant to Regulation 31A and other relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and other laws and regulations as may be applicable read with the Rules framed there under ('the Act'), (including any amendment, modification or re-enactment thereof from time to time); subject to necessary approvals from members, the Stock Exchanges and other appropriate authorities, as may be necessary, the approval of the Board Members be and is hereby accorded for reclassification of shareholders listed hereunder, who are currently forming part of the Promoter and Promoter Group of the Company, collectively hold Nil equity shares aggregating to 0.00% of equity share capital of the Company, from Promoter / Promoter Group category to Public category.

Name of applicants classified under Promoter/Promoter Group Category seeking reclassification as "Public" shareholder	No. of shares held	% of shareholding
Ramautar Sohanlal Jhawar	-	-
Kamala Ramautar Jhawar	-	-
Ramautar Jhawar HUF	-	-
Vinit Ramautar Jhawar	-	-
Ramautar S. Jhawar (Jamnadevi Jhawar Family Trust)	-	-
Sohanlal Jhawar Family	-	-
Sohanlal Jhawar HUF	-	-
Dhanlaxmi Export Fabric LLP	-	-
Jasoda Tracon LLP	-	-

RESOLVED FURTHER THAT the consent of the Board of the Directors of the Company be and is hereby accorded for taking note of the following:

Promoter/ Promoter Group members seeking reclassification along with persons related to such Promoter do not/will not:

- i. Together, hold more than 10% of the voting rights of the Company.
- ii. Exercise control over the affairs of the Company directly or indirectly.
- iii. Have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.
- iv. be represented on the board of directors (including not having a nominee director) of the Company
- v. Act as a Key Managerial person in the Company.
- vi. Be a 'willful defaulter' as per the Reserve Bank of India Guidelines.
- vii. Be a fugitive economic offender.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby severally authorized to submit the applications for reclassification to the Stock Exchanges where the securities of the Company are listed and any other Statutory or Regulatory Authority(ies) as may be required in this regard, represent and sign necessary applications, documents, undertaking etc. and to take such steps expedient or desirable to give effect to this resolution and further to do all such acts, deeds, matters or things as may be necessary and to settle any questions, difficulties or doubts that may arise in this regard and obtain any approvals, permissions or sanctions which may be necessary or desirable, as they may think.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms and returns with the Ministry of Corporate Affairs, Stock Exchanges and other concerned authorities.”

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ITEM NO. 5

**ANY OTHER BUSINESS WITH THE PERMISSION OF
CHAIRMAN, IF ANY**

Thanking You
Yours Faithfully
For Dhanlaxmi Cotex Limited

Sd/-
Maresh S. Jhavar
(Whole Time Director)

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