



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: June 10, 2024

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

Ref: BSE Scrip Code: 512485
Sub: Outcome of Board Meeting

Dear Madam/ Sir,

In terms of Regulation 30 & 33 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, this is to inform that the Meeting of the Board of Directors of **M/s. Dhanlaxmi Cotex Limited** was held today on **10th June, 2024, Monday** at the registered office of the Company at 285, C.J. House, 2nd Floor, Princess Street, Mumbai - 400002 at 12.30 p.m. and concluded at 03.15 p.m. The Board has inter alia, considered, approved and taken on record as follows:

1. Appointment of Mr. Mahesh S. Jhawar (DIN: 00002908) as a Managing Director of the Company in terms of Section 203 of the Companies Act, 2013, whose ceases to be the Whole Time Director of the Company w.e.f. 16th June, 2024 upon completion of his term.
2. Appointment of Mrs. Rajni Rajgarhia (DIN: 00975471) as an Additional Director (Non-Executive Non- Independent) of the Company.
3. Appointment of M/s. DAC & Co., Chartered Accountants as a Statutory Auditors of the Company for the period of 5 years to fill casual vacancy cause due to resignation of M/s. Gohel & Associates LLP.
4. Re-appointment of Ms. Niyati Shah (DIN: 02171577) as a Non-Executive-Independent Director for a second term of five years, i.e., from 09.08.2024 to 08.08.2029.
5. Re-classification of the Promoter and Promoter Group to Public Category as per Regulation 31A of SEBI (LODR) Regulations, 2015, subject to necessary approvals.
6. Calling of Postal Ballot of the Company for seeking members' approval.
7. Approved calendar of events in connection with Postal Ballot.
8. Appointment of Mr. Pankaj Trivedi (A15301) as Scrutinizer for monitoring E-voting process for proposed Postal Ballot in fair and transparent manner and authorisation to Mr. Mahesh Jhawar / Arti Jain, Director /KMP to be responsible for the entire poll process.



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We request you to kindly take the above information on record for the purpose of dissemination to the Shareholders of the Company.

Thanking You.
Yours Faithfully,
For Dhanlaxmi Cotex Limited

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



Encl:

1. Brief Profile of Mr. Mahesh S. Jhavar (DIN: 00002908) as a Managing Director
2. Brief profile of Mrs. Rajni Rajgarhia (DIN: 00975471) as an Additional Director (Non-Executive Non-Independent).
3. Brief profile of M/s. DAC & Co., Chartered Accountants as a Statutory Auditors.
4. Brief Profile of Ms. Niyati Shah (DIN: 02171577) as a Non-Executive-Independent Director.
5. Calendar of Events for postal ballot



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Sub: **Brief profile of Mr. Mahesh S. Jhawar (DIN: 00002908) as a Managing Director of the Company in terms of Circular CIR/CFD/CMD/4/2015 dated September 9, 2015**

Dear Sir/Madam,

Please be informed that the Board of Directors have appointed Mr. Mahesh S. Jhawar (DIN: 00002908) as a Managing Director pursuant to Section 196, 197 and 203 of the Companies Act, 2013. Please find enclosed Brief profile of Mr. Mahesh S. Jhawar, in terms of Circular CIR/CFD/CMD/4/2015 dated September 9, 2015:

Sr. No.	Particulars	Details
1	Reason for Change	Appointment of Mr. Mahesh Sohanlal Jhawar (DIN: 00002908) as a Managing Director of the Company w.e.f. 16 th June, 2024 pursuant to Section 196, 197, 203 readwith Schedule V of the Companies Act, 2013 and other applicable provisions of listing regulations and other applicable provisions.
2	Date of Appointment	16.06.2024
3	Brief Profile	Mr. Mahesh S. Jhawar is Commerce Graduate having 30 years' experience in Textile Business & Finance and Capital Market Business/activities backed by astute and dynamic leadership Business administration skills. He is carries skills for. Mr. Mahesh S. Jhawar is the main promoter of the Company and a navigator of the Company. Mr. Jhawar is one of the Senior Most Person of the Company and has been in the service of the Company for the last over 30 years holding a very senior position and has rich experience about the affairs of the Company.
4	Disclosure of relationships between Directors (in case of appointment of a Director)	Mr. Mahesh Jhawar is the Promoter of the Company and the father of Mr. Rahul Mahesh Jhawar and Payal Bankda. He is also the spouse of Mrs. Rajni Rajgarhia.

Thanking You.
Yours Faithfully,
For Dhanlaxmi Cotex Limited

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





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Sub: Brief profile of Mrs. Rajni Rajgarhia (DIN: 00975471) as an Additional Director (Non-Executive Non- Independent) in terms of Circular CIR/CFD/CMD/4/2015 dated September 9, 2015

Dear Sir/Madam,

Please be informed that the Board of Directors have appointed Mrs. Rajni Rajgarhia (DIN: 00975471) as an Additional Director (Non-Executive Non- Independent) pursuant to Section 150, 152, 161 and 188 of the Companies Act, 2013. Please find enclosed Brief profile of Mrs. Rajni Rajgarhia, in terms of Circular CIR/CFD/CMD/4/2015 dated September 9, 2015:

Sr. No.	Particulars	Details
1	Reason for Change	Appointment of Mrs. Rajni Rajgarhia as an Additional Director (Non-Executive Non- Independent) of the Company pursuant to Section 150, 152, 161 and 188 of the Companies Act, 2013 and other applicable provisions of listing regulations and other applicable provisions.
2	Date of Appointment	10.06.2024
3	Brief Profile	Mrs. Rajni Rajgarhia (DIN: 00975471) is Commerce Graduate graduation. Mrs. Rajni Rajgarhia carries more than 15 years of experience in the field of a PRO and administration.
4	Disclosure of relationships between directors (in case of appointment of a director)	Mrs. Rajni Rajgarhia is spouse of the Mr. Mahesh Sohanlal Jhawar and a step mother of Mr. Rahul Mahesh Jhawar and Payal Bankda.

Thanking You.

Yours Faithfully,

For Dhanlaxmi Cotex Limited

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





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Sub: Brief profile of M/s. DAC & Co., Chartered Accountants, (FRN-137035W) Surat, as a Statutory Auditors in terms of Circular CIR/CFD/CMD/4/2015 dated September 9, 2015.

Dear Sir/Madam,

Please be informed that the Board of Directors have appointed M/s. DAC & Co., Chartered Accountants, (FRN-137035W), as Statutory Auditors of the Company for the period of 5 years pursuant to Section 139 and 142 of the Companies Act, 2013. Please find enclosed Brief profile of M/s. DAC & Co, in terms of Circular CIR/CFD/CMD/4/2015 dated September 9, 2015:

Sr. No.	Particulars	Details
1	Reason for Change	Appointment of M/s. DAC & Co (FRN: 137035W), as Statutory Auditors of the Company for the period of 5 years
2	Date of Appointment	10.06.2024
3	Brief Profile	M/s. DAC & Co. (FRN: 137035W), is a Practicing Chartered Accountant firm based out at Surat. The firm is Multi-Disciplinary firm which has been in existence for more than 10 years with 6 partners lead by Mr. Prateek Choudhary, The firm provides services like of Internal/ Concurrent Audits, Statutory Audits, Tax consultancy, Credit Audits, Due Diligence and Stock Audits for Various Banks etc. M/s. DAC & Co. holds valid peer review certificate (PR Cert No. 014160) as on date of their appointment. The Firm is well equipped with a highly skilled, well trained & strongly motivated team to deliver quality services to the clients. (Detailed profile is enclosed).
4	Disclosure of relationships between directors (in case of appointment of an Auditor)	None

Thanking You.
Yours Faithfully,
For Dhanlaxmi Cotex Limited

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





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Sub: Brief profile of Ms. Niyati Shah (DIN: 02171577) as a Non-Executive-Independent Director, Mumbai, in terms of Circular CIR/CFD/CMD/4/2015 dated September 9, 2015

Dear Sir/Madam,

Please be informed that the Board of Directors have re-appointed Ms. Niyati Shah (DIN: 02171577) as a Non-Executive-Independent Director pursuant to Section 149, 150 and 152 of the Companies Act, 2013. Please find enclosed Brief profile of Ms. Niyati Shah, in terms of Circular CIR/CFD/CMD/4/2015 dated September 9, 2015:

Sr. No.	Particulars	Details
1	Reason for Change	Re-appointed Ms. Niyati Shah as an Independent Director of the Company for 2 nd term of 5 years pursuant to Section 149, 150 and 152 of the Companies Act, 2013.
2	Date of Appointment	08.08.2024
3	Brief Profile	Mrs. Niyati Ketan Shah (DIN: 02171577) is a Commerce graduate from HL College of Commerce, Ahmedabad. She carries vide experience in the field Purchase and Marketing backed the dynamic qualities in Business administration.
4	Disclosure of relationships between Directors (in case of appointment of a Director)	None.

Thanking You.
Yours Faithfully,
For Dhanlaxmi Cotex Limited

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





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BSE Scrip Code: 512485
Sub: Calendar of Events for Postal Ballot

With reference to the above captioned subject, we hereby submit the calendar of events for Postal Ballot. The calendar of events is as under:

Sr. No.	Particulars	Date
1.	Date on which consent given by the scrutinizer to act as scrutinizer	Monday, 10.06.2024
2.	Date of Board resolution authorizing one of the functional directors to be responsible for the entire poll process.	Monday, 10.06.2024
3.	Date of appointment of scrutinizer	Monday, 10.06.2024
4.	Benpose Date for sending Notice to shareholders	Friday, 07.06.2024
5.	Last date of completion of dispatch of Notice of Postal Ballot	On or before 12.06.2024
6.	Last date for Newspaper publication for details of E-Voting and notice dispatch	On or before 13.06.2024
7.	Date of Commencement of Voting by Electronic Mode / Postal Ballot Forms	Friday, 14.06.2024
8.	Last date for receiving postal ballot forms by the Scrutinizer / Last date of e-voting	Saturday, 13.07.2024
9.	Date on which Resolutions will be deemed to be passed.	Saturday, 13.07.2024
10.	Date of submission of the Report by the Scrutinizer	On or before 15.07.2024
11.	Date of declaration of the result by the Chairman	On or before 15.07.2024
12.	Last date of signing of Minutes by the Chairman	On or before 15.07.2024

We request you to kindly take the same on record.

Thanking You.
Yours Faithfully,
For Dhanlaxmi Cotex Limited

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





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Ref: BSE Scrip Code: 512485

Sub: Sub: Intimation pursuant to Regulation 31A of SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 and amendments thereof- Reg

Dear Madam/ Sir,

This is to inform that the Board of Directors at its meeting held on today 10th June, 2024, has considered and approved the request letters received from the following Persons belonging to Promoter Group, for reclassifying them from 'Promoter Group' to 'Public Category' shareholder.

Sr. No.	Name of Persons/PAC	No. of Shares	Percentage
1.	Ramautar Sohanlal Jhawar	Nil	Nil
2.	Kamla Ramautar Jhawar	Nil	Nil
3.	Ramautar Sohanlal Jhawar HUF	Nil	Nil
4.	Vinit Ramautar Jhawar	Nil	Nil
5.	Sohanlal Jhawar HUF	Nil	Nil
6.	Dhanlaxmi Export Fabric LLP	Nil	Nil
7.	Jasoda Tracon LLP	Nil	Nil

The approval of the Board of Directors towards reclassification is subject to the approval of the member of Company and other regulatory authorities, if any, in terms of Regulation 31A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and amendments thereof.

We herewith enclose the certified extract of the minutes / Resolution of the Board meeting held on June 10, 2024 for your kind perusal pursuant to Regulation 31A(8)(b) Regulation 31A of SEBI (LODR) Regulations, 2015 as amended.

We request you to kindly take the same on record.

Thanking You.
Yours Faithfully,
For Dhanlaxmi Cotex Limited

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





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EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF DHANLAXMI COTEX LIMITED HELD ON 10TH JUNE, 2024, MONDAY AT ITS REGISTERED OFFICE OF THE COMPANY AT 285, C.J. HOUSE, 2ND FLOOR, PRINCESS STREET, MUMBAI - 400002 AT 12.30 P.M. AND CONCLUDED AT 03.15 P.M.

TO CONSIDER AND APPROVE THE REQUESTS RECEIVED FROM PERSON FALLING UNDER PROMOTER GROUP FOR RE-CLASSIFICATION FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY.

The Board was informed that Person Falling Under Promoter Group had vide their letters dated 3rd June, 2024 requested the Company for re-classifying them from "Promoter Group Category" to "Public Category". The said requests were placed before the Board for their approval.

The persons falling under Promoter Group requesting reclassification, has specifically mentioned in the application that they are satisfying all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and also confirmed that at all times from the date of reclassification, they shall continue to comply with conditions mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 (as amended) post reclassification from "Promoter Group" to "Public".

In view of the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015 as amended and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub-regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015, the members of the Board are of the view that applications for reclassification from Promoter Group Category to Public Category be accepted and placed before the approval of Shareholders in proposed postal ballot and subject to necessary clearance and approval from the BSE as and when required.

Members of the Board then passed the following resolutions unanimously.

"RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time and subject to approval of the Shareholders and from the BSE Limited, (herein after referred to as stock exchanges), and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the Board of Directors be and is hereby accorded to reclassify the following persons named in table below from "Promoter / Promoter Group / PACs" Shareholder Category to "Public" Shareholder Category:



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Sr. No.	Name of Persons/PACs	No. of Shares held in Company	Percentage of holding in Company
1.	Ramautar Sohanlal Jhawar	Nil	Nil
2.	Kamla Ramautar Jhawar	Nil	Nil
3.	Ramautar Sohanlal Jhawar HUF	Nil	Nil
4.	Vinit Ramautar Jhawar	Nil	Nil
5.	Sohanlal Jhawar HUF	Nil	Nil
6.	Dhanlaxmi Export Fabric LLP	Nil	Nil
7.	Jasoda Tracon LLP	Nil	Nil


“RESOLVED FURTHER THAT approval be and is hereby given to the Company to seek shareholders' approval through postal ballot in relation to the re-classification in accordance with Regulation 31A (3)(a)(ii) of the Listing Regulations and the Company is hereby authorized to take all necessary steps in this regard.”

“RESOLVED FURTHER THAT the above applicants confirmed that all the conditions specified in sub clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public" Category.”

“RESOLVED FURTHER THAT on approval of the Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification / changes in the statement of Shareholding Pattern on immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

“RESOLVED FURTHER THAT Mr. Mahesh Sohanlal Jhawar, Managing Director and his absence any other Director and Mrs. Arti Jain, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.

For Dhanlaxmi Cotex Limited


Mahesh S. Jhawar
(Whole Time Director)
DIN: 00002908
Place: Mumbai
Date: 10.06.2024





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CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED BY BOARD OF DIRECTORS OF DHANLAXMI COTEX LIMITED AT THEIR MEETING HELD ON 10TH JUNE, 2024, MONDAY AT ITS REGISTERED OFFICE OF THE COMPANY AT 285, C.J. HOUSE, 2ND FLOOR, PRINCESS STREET, MUMBAI - 400002 AT 12.30 P.M. AND CONCLUDED AT 03.15 P.M.

TO CONSIDER AND APPROVE THE REQUESTS RECEIVED FROM PERSON FALLING UNDER PROMOTER GROUP FOR RE-CLASSIFICATION FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY.

TO CONSIDER AND APPROVE THE REQUESTS RECEIVED FROM PERSON FALLING UNDER PROMOTER GROUP FOR RE-CLASSIFICATION FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY.

The Board was informed that Person Falling Under Promoter Group had vide their letters dated 3rd June, 2024 requested the Company for re-classifying them from "Promoter Group Category" to "Public Category". The said requests were placed before the Board for their approval.

The persons falling under Promoter Group requesting reclassification, has specifically mentioned in the application that they are satisfying all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and also confirmed that at all times from the date of reclassification, they shall continue to comply with conditions mentioned in Regulation 31A of SEBI (LODR) Regulations, 2015 (as amended) post reclassification from "Promoter Group" to "Public".

In view of the provisions of Regulation 31A of SEBI (LODR) Regulations, 2015 as amended and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub-regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) Regulations, 2015, the members of the Board are of the view that applications for reclassification from Promoter Group Category to Public Category be accepted and placed before the approval of Shareholders in proposed postal ballot and subject to necessary clearance and approval from the BSE as and when required.

Members of the Board then passed the following resolutions unanimously.

"RESOLVED THAT pursuant to the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), as amended from time to time and subject to approval of the Shareholders and from the BSE Limited, (herein after referred to as stock exchanges), and such other Statutory Authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the approval of the Board of Directors be and is hereby accorded to reclassify the following persons named in table below from "Promoter / Promoter Group / PACs" Shareholder Category to "Public" Shareholder Category:



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Sr. No.	Name of Persons/PACs	No. of Shares held in Company	Percentage of holding in Company
1.	Ramautar Sohanlal Jhawar	Nil	Nil
2.	Kamla Ramautar Jhawar	Nil	Nil
3.	Ramautar Sohanlal Jhawar HUF	Nil	Nil
4.	Vinit Ramautar Jhawar	Nil	Nil
5.	Sohanlal Jhawar HUF	Nil	Nil
6.	Dhanlaxmi Export Fabric LLP	Nil	Nil
7.	Jasoda Tracon LLP	Nil	Nil


“RESOLVED FURTHER THAT approval be and is hereby given to the Company to seek shareholders' approval through postal ballot in relation to the re-classification in accordance with Regulation 31A (3)(a)(ii) of the Listing Regulations and the Company is hereby authorized to take all necessary steps in this regard.”

“RESOLVED FURTHER THAT the above applicants confirmed that all the conditions specified in sub clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that at all times from the date of such reclassification, shall continue to comply with conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015 post reclassification from "Promoter & Promoter Group" to "Public" Category.”

“RESOLVED FURTHER THAT on approval of the Stock Exchange upon application for reclassification of the aforementioned applicants, the Company shall effect such reclassification / changes in the statement of Shareholding Pattern on immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions.”

“RESOLVED FURTHER THAT Mr. Mahesh Sohanlal Jhawar, Managing Director and his absence any other Director and Mrs. Arti Jain, Company Secretary and Compliance Officer of the Company, be and are hereby severally authorized on behalf of the Company to do, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose, and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with Listing Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf.

For Dhanlaxmi Cotex Limited


Mahesh S. Jhawar
(Whole Time Director)
DIN: 00002908
Place: Mumbai
Date: 10.06.2024

