



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: 29/07/2020

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

Ref: BSE Scrip Code: 512485


Sub: Annual Secretarial Compliance Report for the Financial Year 2019-20

Dear Sir / Madam,

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI circular CIR/CFD/CMD1/27/2019 dated February 8, 2019 please find enclosed with Annual Secretarial Compliance Report for the year ended March 31, 2020.

Kindly take note of the above.

Thanking You
Yours Faithfully
For Dhanlaxmi Cotex Limited


Mahesh Jhavar
(Whole Time Director)



Encl: a/a

Secretarial Compliance Report
(Under Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

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

I, Pankaj Trivedi have examined:

1. All the documents and records made available to us either physically or by way of email in view of the prevailing pandemic situation of COVID -19 and explanation provided by **M/s. Dhanlaxmi Cotex Limited**. ("the listed entity"),
2. The filings/ submissions made by the listed entity to the stock exchanges,
3. Website of the listed entity,
4. Any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March, 2020** ("Review Period") in respect of compliance with the provisions of:
 - (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
 - (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (ii) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (iii) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (iv) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the year under review.**
- (v) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable for the year under review.**
- (vi) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the year under review.**
- (vii) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the year under review.**



(viii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(ix) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018;

(x) Other regulations as applicable and circulars/ guidelines issued thereunder and based on the above examination.

I hereby report that, during the review period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
1	SEBI/Cir/ISD/3/2011 dated June 17, 2011, the entire holdings of the Promoters are needed to be in demat form only.	The Company has failed to make dematerialization of 100% holding of promoters and promoter group.	Out of total promoters holding of 31,94,055 equity shares, 100 equity shares are still held in physical mode as on 31 st March, 2020.
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; all listed entities would be required to make their filings in respect of Financial Results in XBRL mode within 24 hours of submission of results in PDF mode.	The Company has not made filing in respect of Unaudited Financial Results for the half year ended 30.09.2019 in XBRL mode within 24 hours of submission of results in PDF mode.	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.
3	Regulation 27(2) of SEBI (LODR) Regulations 2015; submission of Corporate Governance Report	There was no deviation but company had submitted Corporate Governance Report for quarter ended June, 2019 thrice due to clerical errors in first two submissions.	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 should be more vigilant in compliance to avoid such resubmissions.
4	Regulation 31 of SEBI (LODR) Regulations 2015; submission of	There was no deviation but company had	The Company had submitted the original SHP on 11.04.2019



Shareholding Pattern	submitted twice for the quarter ended March, 2019 and September, 2019 upon receipt of Discrepancy from the exchange.	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 should be more vigilant in compliance to avoid such resubmissions.
----------------------	--	---

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1	-	-	-	-


- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	SEBI/Cir/ISD/3/2011 dated June 17, 2011, the entire holdings of the Promoters are needed to be in demat form only but out of total promoters holding of 30,59,165 equity shares, 6650 equity shares are still held in physical mode as on 31st March, 2019.	2018-19	The promoters made demat of all its pending physical shares except only 100 shares which are still in physical mode. The demat request for these 100 shares was also made to company's RTA M/s. Bigshare Services Pvt Ltd ("The RTA") which was return by the RTA on 16.03.2020 with reasoning that holders signature mismatch. Now Promoters will send these shares for demat again as per instructions of RTA.	The promoters should demat these shares at earliest.



2	Regulations 47(1) and (3) of SEBI (LODR) Regulation, 2015 submission of newspaper publication made by the company to exchange.	2018-19	The Company has made all necessary publications in newspapers; also hosted the same on Company's Website and has submitted the same to the exchange during the year under review.	The Company has taken suitable action and complied.
3	SEBI Circular CIR/CFD/CMD/4/2015 dated 09.09.2015 and Regulation 30 of SEBI (LODR) Regulations, 2015 read with PART A of Schedule III. The Company was required to file Brief profile of Mr. Natwarlal Aggarwal within 30 minutes of the conclusion of the meeting i.e. on 09.07.2018 along with outcome of meeting.	2018-19	The brief profile of Mr. Natwarlal Aggarwal was submitted by the Company to the exchange on 18.07.2019.	The Company should be more vigilant in compliance for avoiding such delays or non-compliances in future.

For Pankaj Trivedi & Co.,
Practicing Companies Secretaries
ACS No.: 30512 | C P No.: 15301


Pankaj Trivedi
(Proprietor)
UDIN: A030512B000479906



Place: Mumbai
Date: 20/07/2020

Note: The COVID-19 outbreak was declared as a global pandemic by the World Health Organization. On March 24, 2020, the Indian government announced a series of lockdowns resulting in restriction in movements and opening of offices and availability of documents, to constrain the spread of this virus. Due to COVID-19 pandemic impact, the compliance documents were obtained through electronic mode and verified with requirements.