



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

THE CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF M/S. DHANLAXMI COTEX LIMITED WILL BE HELD ON 5TH SEPTEMBER, 2020, SATURDAY AT THE REGISTERED OFFICE OF THE COMPANY AT 285, CHATRABHUJ JIVANDAS HOUSE, 2ND FLOOR, PRINCESS STREET, MUMBAI - MAHARASHTRA - 400002 AT 02.00 P.M.

Approved the appointment of M/s. Gohel & Associates LLP, Chartered Accountants(FRN W100162), Mumbai as Statutory Auditors of the Company in place of M/s. R.Soni & Co. and rectified the defect made by the Board in the appointment of M/s.K.R. Sanghavi & Associates in its Board meeting held on 28.08.2020

The meeting of the Board was hereby re-called to rectify the defect made by the Board in appointment of M/s. K.R. Sanghavi & Associates, Chartered Accountants, (Firm Registration No. 116293W) as a Statutory Auditors of the company in last meeting held on 28.08.2020 due to fact which was informed by M/s. K.R. Sanghavi & Associates, post to their appointment that they are not a peer reviewed auditors and subject to peer review.

In the light of the same meeting was called at a shorter notice to consider the appointment of M/s. Gohel & Associates LLP, Chartered Accountants, (Firm Registration No. W100162), Mumbai as a Statutory Auditors, having valid peer review certification to rectify the defect in appointment of M/s. K.R. Sanghavi & Associates in place of M/s. R. Soni & Co., Chartered Accountants, Mumbai (FRN: No130349W) who had tender resignation vide their letter dated 31.07.2020 resulted 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 member was requested based on recommendation of the Audit Committee to appoint M/s. Gohel & Associates LLP., as Statutory Auditors of the Company, who fit to the size of the Company to hold office till ensuing AGM and then for the 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 for a period of 5 consecutive years and to nullify the appointment of M/s. K.R. Sanghavi & Associates.

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force M/s. Gohel & Associates LLP, Chartered Accountants, (Firm Registration No. W100162), Mumbai be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to resignation of M/s. R. Soni & Co., Chartered Accountants.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if



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any, M/s. Gohel & Associates LLP, Chartered Accountants, (Firm Registration No. W100162), Mumbai be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 34th Annual General Meeting, for the tenure of 5 (five) years, without seeking any further ratifications from the shareholders of the company for their appointment as statutory Auditor till the conclusion of their tenure, at Rs. 60,000/- remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.”

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be required to give effect to above resolution from time to time.”

**Certified to be true
For Dhanlaxmi Cotex Limited**

**Mahesh Sohanlal Jhawar
(Whole-time Director)
DIN: 00002908**



**Place: Mumbai
Date: 23/10/2020**