



DHANLAXMI COTEX LIMITED

Regd. Off: C J House, 2nd Floor, 285 Princess Street, Mumbai - 400002

CIN: L51100MH1987PLC042280 | Phone: 022-4976 4268 | Email: dcotex1987@gmail.com | Web: www.dcl.net.in

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act, 2013 (the "Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Rules") and other applicable provisions, if any, of the Act and the Rules, General Circular No. 9/2024 dated September 19, 2024, read along with General Circular Nos. 9/2023 dated September 25, 2023, 11/2022 dated December 28, 2022, 3/2022 dated May 5, 2022, 20/2021 dated December 8, 2021, 10/2021 dated June 23, 2021, 39/2020 dated December 31, 2020, 33/2020 dated September 28, 2020, 22/2020 dated June 15, 2020, 17/2020 dated April 13, 2020 and 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs (**collectively referred to as "MCA Circulars"**), read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021, Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 read with other relevant circulars, including Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 issued by the Securities and Exchange Board of India (**collectively referred to as "SEBI Circulars"**) and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the special business set out below is proposed for approval of the Members of Dhanlaxmi Cotex Limited ("the Company") by means of Postal Ballot, only by way of remote e-voting process ("remote e-voting").

In view of the aforesaid MCA Circulars, the Company is sending this Postal Ballot Notice ("Notice") only by email to all its Members who have registered their email addresses with the Company/ Registrar and Share Transfer Agent ("RTA") / Depositories as on **Friday, February 14, 2025 ("Cut-off Date")**. Accordingly, no physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is being sent to the Members. The communication of the assent or dissent of the Members shall take place only through the remote e-voting system. If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the notes to receive this Notice. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. For further information, please refer to the notes in this Notice.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

The e-voting will commence on Friday, 21st February, 2025 (9.00 a.m. IST) and will end on Saturday, 22nd March, 2025 (5.00 p.m. IST).

The Board of Directors have appointed Mr. Pankaj Trivedi (Membership No. 30512, COP No. 15301), Practicing Company Secretary, of M/s. Pankaj Trivedi & Co., Company Secretaries, Mumbai as the Scrutinizer for conducting the Postal Ballot, through e-voting process, in a fair and transparent manner and he has communicated his willingness to be appointed and remain available for the said purpose. The Scrutinizer's decision on the validity of the voting shall be final.

The Scrutinizer will submit his report, after the completion of scrutiny, to the Chairman / Managing Director / Company Secretary or in his absence, to any other person authorized in this behalf. The results of e-voting will be announced on or before Monday, March 22, 2025, and will be displayed on the Company's website at www.dcl.net.in and the website of CDSL at www.evotingindia.com. The results will simultaneously be communicated to the Stock Exchanges and will also be displayed at the registered office of the Company. The last date of e-voting, i.e., Saturday, March 22, 2025 shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.



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SPECIAL BUSINESSES:

1. Appointment Mrs. Monita Amit Sheth (DIN: 10935284) as an Independent Women Director of the Company.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT in accordance with the provisions of Regulation 17 and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Mrs. Monita Amit Sheth (DIN: 10935284), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from February 10, 2025 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director was recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the act, the rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as an Independent Women Director of the Company, not liable to retire by rotation, for a period of five years with effect from February 10, 2025 to February 9, 2030."

"RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient, including filing of requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to the foregoing Resolution."

2. Re-appointment of Mr. Arpit Sureshkumar Tibrewala (DIN: 08679570), as an Independent Director of the Company for a second term of five years.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, Mr. Arpit Tibrewala (DIN: 08679570), Independent Director holding office upto 06th August, 2025, who is being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he continue to meets the criteria of independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company, commencing from 6th August, 2025 up to 5th August, 2030 (both days inclusive)."

"RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby authorized severally to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendments(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution."

For Dhanlaxmi Cotex Limited

Sd/-
Mahesh Sohanlal Jhavar
(Managing Director)
DIN: 00002908

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Place: Mumbai,

Date: 19th February, 2025



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Notes:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations are attached.
2. The details under Regulation 36(3) of the Listing Regulations and Clause 1.2.5 of SS-2, in respect of the person seeking appointment / re-appointment as a Director is furnished as an Annexure to this Postal Ballot Notice.
3. In compliance with the MCA and SEBI Circulars, this Postal Ballot Notice is being sent only through electronic mode to all those members whose names appear on the register of members / register of beneficial owners as on Friday, February 14, 2025 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and prepaid business reply envelopes are not being sent to members for this Postal Ballot. For Members who have not registered their e-mail IDs, please follow the instructions given under.
4. This Postal Ballot Notice will also be available on the Company's website at http://dcl.net.in/investor_info.html, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of CDSL at www.evotingindia.com.
5. In compliance with provisions of Section 108 and Section 110 and other applicable provisions, of the Act read with the Management Rules, the Company is pleased to offer e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ("CDSL") for facilitating e-voting to enable the Members to cast their votes electronically.
6. The Company has appointed Mr. Pankaj Trivedi (COP No. 15301), Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
7. All the material documents referred to in the Explanatory Statements, shall be available for inspection through electronic mode. The request for the same should be mailed to dcotex1987@gmail.com.
8. The Notice is being sent to all the Members, whose names appear in the Register of Members / List as of Friday, February 14, 2025, being the cut-off date, and are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
9. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the proposed Resolutions given in the Notice. Institutional / Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their board or governing body's resolution / authorisation, authorizing their representative to vote through remote e-voting, to the Scrutinizer through e-mail at dcotex1987@gmail.com with a copy marked to Bigshare at investor@bigshareonline.com.
10. It is however clarified that Members of the Company as on cut-off date (including Members who may have not received this communication due to non-registration of their e-mail address with the Company / RTA / Depositories) shall be entitled to vote in respect of the Special Resolution, in accordance with the process specified in this Postal Ballot Notice. A person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only
11. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on **Friday, 14th February, 2025**, being the **Cut-off date** fixed for the purpose.
12. The voting period will commence from **Friday, 21st February, 2025 (09.00 a.m. IST)** and ends on **Saturday, 22nd March, 2025 (05.00 p.m. IST)**. The e-voting module shall be disabled by CDSL for voting thereafter.
13. During the voting period, members can login to CDSL's e-voting platform any number of times till they have voted on all the resolutions. Once the vote on resolutions is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast their vote again.
14. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's RTA M/s. Bigshare Services Pvt. Ltd. at investor@bigshareonline.com or to the Company at dcotex1987@gmail.com along with the copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member. Members holding shares in



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dematerialized mode are requested to register the e-mail address, for the same members may write to the Company's RTA M/s. Bigshare Services Pvt. Ltd at investor@bigshareonline.com or to the Company at dcotex1987@gmail.com.

15. The Scrutinizer will submit his report to the Director / Company Secretary after completion of the scrutiny and the results of the e-voting by Postal Ballot will be announced on or before 24th March, 2025 at registered office of the Company at C.J. House, 2nd Floor, 285 Princess Street, Marine Lines, Mumbai - 400002. The Resolutions, if passed by requisite majority shall be deemed to have been passed on Saturday, 22nd March, 2025, being the last date specified by the Company for E-voting. Further, a resolution passed by the Members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.
16. The declared results along with the report of the scrutinizer shall be forwarded to the BSE and shall be uploaded on the website of the Company i.e. https://dcl.net.in/investor_info.html and on website of CDSL i.e. www.evotingindia.com.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING: (CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING)

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Friday, 21st February, 2025 (9.00 a.m. IST)** and will end on **Saturday, 22nd March, 2025 (5.00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th February, 2025, Friday, 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. *(Applicable only in case of AGM/EGM).*
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further



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<p>holding securities in Demat mode with CDSL Depository</p>	<p>authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab.</p> <ol style="list-style-type: none"> 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.



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Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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.

- (vi) After entering these details appropriately, click on "**SUBMIT**" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the **EVS**N for the relevant <Dhanlaxmi Cotex Limited> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.



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- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- 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.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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; dcotex1987@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 at toll free no. 1800 21 09911.

For Dhanlaxmi Cotex Limited

Sd/-
Mahesh Sohanlal Jhavar
(Managing Director)
DIN: 00002908

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Place: Mumbai,

Date: 19th February, 2025



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CIN: L51100MH1987PLC042280 | Phone: 022-4976 4268 | Email: dcotex1987@gmail.com | Web: www.dcl.net.in

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

Item No.1: Appointment Mrs. Monita Amit Sheth (DIN: 10935284) as an Independent Women Director of the Company

As per the Regulation 17(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") at least half of the Board of Directors shall comprise of Independent Directors.

The members may note that Mrs. Niyati Ketan Shah (DIN: 02171577) has resigned from the Board as an Independent Women Director w.e.f. closing hours of 10th February, 2025. Your Directors have vide their resolution dated February 10, 2025, appointed Mrs. Monita Amit Sheth (DIN: 10935284) as an Additional Director of the Company in the capacity of Independent Women Director with effect from February 10, 2025. Further, pursuant to Regulation 17(1C) of the Listing Regulations, Mrs. Monita Amit Sheth shall hold office until the date of next General meeting or for a period of three months from the date of appointment, whichever is earlier. Mrs. Monita Amit Sheth is eligible to be appointed as an Independent Women Director for a term of 5 years with effect from February 10, 2025, to February 9, 2030, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mrs. Monita Amit Sheth as an Independent Director pursuant to Sections 149 and 152 of the Companies Act, 2013. The Company has also received notice in writing from a member proposing the candidature of Mrs. Monita Amit Sheth to be appointed as Director of the Company.

The Company has received a declaration from Mrs. Monita Amit Sheth confirming that she meets the criteria of Independence under the Companies Act, 2013 and the Listing Regulations. Further, the Company has also received from Mrs. Monita Amit Sheth a consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, nor debarred from holding the office of a Director by virtue of any SEBI order or any such other regulatory authority and has successfully registered himself in the Independent Director's Data Bank maintained by Indian Institute of Corporate Affairs.

In the opinion of the Board, Mrs. Monita Amit Sheth fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations for her appointment as an Independent Women Director of the Company and is Independent of the management.

In line with the Company's remuneration policy for Independent Directors, Mrs. Monita Amit Sheth will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board meetings / Committee meetings, if any.

Mrs. Monita Amit Sheth has a wide-ranging experience in 25 years of experience in Decorative and Event Managements, around 12 years of experience into teaching and financial market and capital investment. Also, the Board of Directors are of the opinion that Mrs. Monita Amit Sheth possesses the requisite core skills, capabilities and competencies as required in context of the business of the Company and it would be in the interest of the Company to appoint her as Independent Director for a period of five years with effect from February 10, 2025, to February 9, 2030.

Draft letter of appointment of Mrs. Monita Amit Sheth setting out the terms and conditions of her appointment is being made available for inspection by the Members.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Monita Amit Sheth has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. Mrs. Monita Amit Sheth has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

In accordance with the provisions of Sections 149, 150, 152 read with Schedule IV of the Act and other applicable provisions of the Act, appointment of Mrs. Monita Amit Sheth as an Independent Women Director requires approval of members of the Company. Further, in terms of Regulation 25(2A) of the Listing Regulations, appointment of Mrs. Monita Amit Sheth as an Independent Director requires approval of members of the Company by passing a special resolution.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Notice.



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Except Mrs. Monita Amit Sheth, being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 1. Relatives of Mrs. Monita Amit Sheth may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Details of the proposed appointee pursuant to the provisions of (i) the Listing Regulations and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are provided under Annexure A to this Notice.

The Board of Directors recommends the Special Resolution set out at item No. 1 of the Notice for approval by Members.

Item No.2: Re-appointment of Mr. Arpit Sureshkumar Tibrewala (DIN: 08679570), as an Independent Director of the Company for a second term of five years.

The Members of the Company at the 34th Annual General Meeting held on 30th September, 2020 had approved the appointment Mr. Arpit Sureshkumar Tibrewala (DIN: 08679570) as an Independent Director of the Company for a period of 5 consecutive years upto 06th August, 2025. Accordingly, his term as an Independent Director will be ending on 06th August, 2025.

The Nomination & Remuneration Committee ("NRC") of the Board of Directors at its meeting held on 10th February, 2025, on the basis of his performance evaluation as summarized below, has recommended the re-appointment of Mr. Arpit Tibrewala as an Independent Director of the Company for a second term of 5 consecutive years with effect from 06th August, 2025.

Performance evaluation summary:

Pursuant to the performance evaluation of Mr. Arpit Tibrewala and considering the knowledge, acumen, experience and contributions made by him during his tenure, his continuance as an Independent Director would be beneficial to the Company.

Mr. Arpit Tibrewala has done Bachelor of Management Studies from Jai Hind College with Master's degree from Sydenham College, Mumbai. Mr. Arpit has also done MBA from Rutgers University, USA. He had worked with Edelweiss for 2 years as an Equity Trading Analyst and also carries experience in Trading, Manufacturing, Marketing, Financing and other accepts of around 14 years in running his own business into Gems and Jewellery Industry.

The Company has received a declaration from Mr. Arpit Tibrewala confirming that he meets the criteria for independence under Section 149(6) of the Companies Act, 2013 ('the Act') and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The Company has received a notice in writing under the provisions of Section 160 of the Act, from a Member proposing the candidature of Mr. Arpit Tibrewala for the office of Director of the Company. Mr. Arpit Tibrewala has conveyed his consent to act as an Independent Director of the Company for the second term. The Company has also received other necessary disclosures and declarations from Mr. Arpit Tibrewala including the declaration that he is not debarred from holding the office of Director pursuant to any order passed by SEBI or any other authority. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Arpit Tibrewala fulfils the identified core skills / expertise / competencies and the criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and the sector that it operates in.

The Board of Directors, at its Meeting held on 10th February, 2025, based on the recommendation of the NRC, was of the opinion that given the knowledge, background, experience and contribution made by Mr. Arpit Tibrewala, it would be in the best interest of the Company to re-appoint Mr. Arpit Tibrewala as an Independent Director of the Company as his continued association would be beneficial to the Company in providing relevant skill-set focus to the composition of the Board. In the opinion of the Board, Mr. Arpit Tibrewala fulfils the specified conditions for appointment as an Independent Director and is independent of the management.

In view of the same, the Board of Directors has recommended the re-appointment of Mr. Arpit Tibrewala as an Independent Director, not liable to retire by rotation, for a second term of 5 consecutive years from 6th August, 2025 to 5th August, 2030.

Accordingly, it is proposed to re-appoint Mr. Arpit Tibrewala as an Independent Director of the Company, not liable to retire by rotation, for a second term of 5 consecutive years on the Board of the Company.

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Arpit Tibrewala has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her



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duties. Mr. Arpit Tibrewala has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority.

As per Sections 149, 150 and 152 of the Act and the rules thereunder, a Director can be appointed with the approval of the Members and as per the Listing Regulations, an Independent Director can be re-appointed with the approval of the Members by way of a special resolution. Accordingly, approval of the Members is being sought for the re-appointment of Mr. Arpit Tibrewala as an Independent Director of the Company.

A copy of the draft letter of appointment as an Independent Director stating the terms and conditions, is available for inspection by Members at the Registered Office of the Company between 11 a.m. and 1 p.m. on all working days of the Company from the date of circulation of this Postal Ballot Notice until the last date of e-voting and the same is also available on the website of the Company at the link http://dcl.net.in/investor_info.html.

As required under Regulation 36 of the Listing Regulations and Clause 1.2.5 of Secretarial Standard-2, other requisite information is annexed hereto, and forms a part of this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Arpit Tibrewala as an Independent Director is now placed for the approval of the Members by a Special Resolution.

The Board of Directors recommends the Special Resolution set out at item No. 2 of the Notice for approval by Members.

Except Mr. Arpit Tibrewala and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested, financially or otherwise, in the proposed Special Resolution.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT (IN PURSUANCE OF REGULATION 36(3) OF THE LODR REGULATION, 2015)

Name of the Director	Monita Amit Sheth	Arpit Sureshkumar Tibrewala
Category / Designation	Independent Director	Independent Director
DIN	10935284	08679570
Date of Birth	12/03/1960	13/10/1986
Age	64 years	38 years
Original Date of Appointment	10.02.2025	07.02.2020
No. of Shares held in the Company	Nil	Nil
No. of Shares held in the Company for any other person on a beneficial basis	Nil	Nil
Academic Qualifications	Graduate (B.Com)	BMS and MBA
Brief Resume of the Director & Qualifications, Experience and Expertise	Mrs. Monita Amit Sheth is a Commerce Graduate and she carries varied experiences in different field's viz. 25 years of experience in Decorative and Event Managements, around 12 years of experience into teaching and presently she is into financial market and capital investments.	Mr. Arpit Sureshkumar Tibrewala is a BMS from Jai Hind College with Master's degree from Sydenham College, Mumbai. Mr. Arpit has also done MBA from Rutgers University, USA. He had worked with Edelweiss for 2 years as an Equity Trading Analyst and also carries experience in Trading, Manufacturing, Marketing, Financing and other accepts of around 14 years in running his own business into Gems and Jewellery Industry.
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Refer Item No. 1 of the Notice and Explanatory Statement	Refer Item No. 2 of the Notice and Explanatory Statement
Terms and conditions of re-appointment	Appointment as an Independent Director, not liable to retire by rotation, for a term of five consecutive years commencing from February 10, 2025.	Re-appointment as an Independent Director not liable to retire by rotation for second term of 5 consecutive years with effect from 6 th August, 2025.



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Justification for choosing the appointee for appointment as Independent Director	Refer Item No. 1 of the Notice and Explanatory Statement	Refer Item No. 2 of the Notice and Explanatory Statement
Details of remuneration last drawn	Not applicable (Nil)	Nil
Details of remuneration sought to be paid	Sitting fees and commission proposed to be paid in accordance with the provisions of the Companies Act, 2013 & the Rules made thereunder.	Sitting fees and commission proposed to be paid in accordance with the provisions of the Companies Act, 2013 & the Rules made thereunder.
Directorship in other Companies	None	None
Name of listed entities from which the person has resigned in the past three years	None	None
Chairmanship / Membership of Committees in Company and other Companies	Member of Audit, NRC and SRC Committee of Dhanlaxmi Cotex Limited Other Companies - None	Member of Audit, NRC and SRC Committee of Dhanlaxmi Cotex Limited Other Companies - None
Number of Board Meeting attended during the financial year	1 of 1	6 of 6
Relationship between Directors inter-se; with other Directors and Key Managerial Personnel of the Company	None	None

For Dhanlaxmi Cotex Limited

Sd/-
Mahesh Sohanlal Jhavar
(Managing Director)
DIN: 00002908

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Place: Mumbai,

Date: 19th February, 2025
