



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: 27/05/2026

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

Dear Madam/ Sir,

BSE Scrip Code: 512485

Sub: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2024 as per Regulation 24A of SEBI (LODR) Regulations, 2015

Pursuant to SEBI Circular No.CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith Annual Secretarial Compliance Certificate issued by M/s. Madhuri J. Bohra & Associates (COP No: 20329,) Practicing Company Secretaries, Mumbai for the financial year ended on **March 31, 2026** in terms of Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We request you to kindly take the same on record.

Thanking You
Yours Faithfully
For Dhanlaxmi Cotex Limited

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



Encl: a/a

MADHURI J. BOHRA & ASSOCIATES

Company Secretaries

301-304, Acme Industrial Park I. B. Patel Road, Goregaon East, Mumbai - 400063

M: +91865559088 Email Id: csmadhuribohra@gmail.com

Secretarial Compliance Report of Dhanlaxmi Cotex Limited

For the year ended March 31, 2026

([Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015])

To,

Dhanlaxmi Cotex Limited

Regd Off: 285, Chatrabhuj Jivandas House,
2nd Floor, Princess Street, Marine Lines,
Mumbai - 400002, Maharashtra

I have conducted the review of the Compliance of the applicable Statutory Provisions and the adherence to good corporate practices by **M/s. Dhanlaxmi Cotex Limited** [CIN:L51100MH1987PLC042280] (hereinafter referred as "the listed entity"). The Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide my observations thereon.

Based on my records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on **31st March, 2026** complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, Madhuri Bohra, Proprietor of M/s. Madhuri J. Bohra & Associates, have examined:

1. All the documents and records made available to me 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, 2026** ("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");

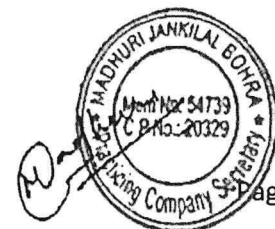


The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (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 & Sweat Equity) Regulations, 2021; **Not Applicable for the year under review.**
- (vi) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not Applicable for the year under review.**
- (vii) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder.
- (viii) Securities and Exchange Board of India (Depositories and Participant Regulation), 2018 and circulars / guidelines issued thereunder.
- (ix) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not Applicable for the year under review.**

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)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	-	-	-	-	-	-	-	-	-	-

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Pursuant to BSE Notice No. 20230127-37 Notice Date 27 th Jan 2023, all Listed Companies required to file also prior intimation of calling Board meeting in XBRL mode under Regn 29 of the SEBI (LODR) Regn, 2015 within 24 hours of	BSE Notice No. 20230127-37 Notice Date 27 th Jan 2023 Read with Regn 29 of the SEBI (LODR) Regn, 2015.	Delay of 1 day (i.e. beyond 24 hours) in filing of XBRL Prior intimation for Board Meeting dated 09.10.2024 and XBRL filing was done on 03.10.2024, however the pdf intimation was given on 01.10.2024.	No Action taken by any authority	-	The Company has only given pdf intimation on 01.10.2024 to the stock exchange for calling of Board meeting on 09.10.2024. The Company was required to file Prior Intimation of Board meetings in XBRL mode as well within 24 hours of submission of the said PDF	No fine has been levied	Such delay filing is the non-compliance on part of the Company of BSE Notice No. 20230127-37 Notice Date 27 th Jan 2023. The Company has taken utmost care in all further reporting's.	The management has submitted that the delay in XBRL filing was unintentional. The Company has made necessary submissions in pdf form in timely manner and non-submission of XBRL does not call for any penalties or actions.	The Company could have filed the XBRL within 24



<p>2</p> <p>submission of the PDF intimation of Board Meeting.</p>	<p>Regulation 17(1) of SEBI (LODR), Regulations, 2015 regarding composition of Board of Directors of the listed entity</p>	<p>The Company was required to keep half of the Board independent in terms Regulation 17(1)(b). However upon appointment of Ms. Rajni Ragaria as a Non-executive Director w.e.f. 10.06.2024 said composition of Board has not been maintain till the resignation of Ms. Ragaria w.e.f. 03.08.2024.</p>	<p>No Action taken by any authority however the Discrepancy was raised by the BSE its wide email dated 30.07.2024 pursuant to CGR filed by the Company for</p>	<p>Upon suitable reply to BSE no action was taken.</p>	<p>The Company was required to keep half of the Board independent in terms Regulation 17(1)(b). However upon appointment of Ms. Rajni Ragaria as a Non-executive non-independent Director w.e.f. 10.06.2024 said composition of Board has not been maintain till the resignation of</p>	<p>No fine has been levied</p>	<p>As per the explanation given by the Company to the exchange the said appointment Ms. Rajni Ragaria was made by the Board in good faith to maintain proper composition of Board in advance, as Mr. Rahul Jhwar was expecting to take resignation from Board and it was not certain that he will surely take resignation, so keeping the same in mind that in case he tender his resignation, the Board had</p>	<p>hours only but the next day was the 02.10.2024 which was a National Holiday.</p> <p>Further the Company always ensures timely reporting for all compliances and there was no delay was reported after such single instance.</p> <p>The appointment Ms. Rajni Ragaria was made by the Board in good faith in view to maintain proper composition of Board in advance, as Mr. Rahul Jhwar was expecting to take resignation from Board and it was not certain that he will surely take resignation, so keeping the same in mind that in case he tender his resignation, the Board had</p>
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				<p>quarter ended June 30, 2024</p>		<p>Ms. Ragarhia w.e.f. 03.08.2024.</p>		<p>The Company should avoid any such instance for future.</p>	<p>appointed Mrs. Rajni Ragarhia, before any such resignation from Board.</p> <p>It was done in good faith as the Company was calling a postal ballot, so to save the cost the Board proposed her appointment in given postal ballot itself. The same has been done with the reason for better corporate governance on the part of the Company.</p> <p>The suitable explanation was furnished to the exchange to email received and exchange has taken on record the explanation and no further action has been taken in the matter.</p>	
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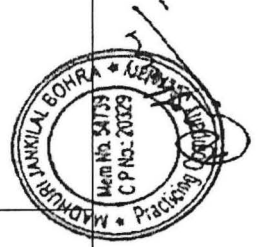


Additional affirmations to be given by Practicing Company Secretarial Compliance Report (ASCR) pursuant to BSE & NSE vide Notice no. 20230316-14 and Circular Reference No. NSE/CML/2023/21 dated March 16, 2023 are provided below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1	<p>Secretarial Standard The compliances of listed entities are in accordance with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).</p>	Yes	The Company has generally complied with Secretarial Standards with respect to Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company secretaries of India.
2	<p>Adoption and timely update of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities. • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI. 	Yes	-
3	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website. • Timely dissemination of the documents/ information under a separate section on the website. • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	Yes	The Company has maintained fully functional website at www.dcl.net.in . (Subject to occurrences of the technical glitches in access to some data after the date of this report).
4	<p>Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
5	<p>To examine details related to Subsidiaries of listed entities: (a) Identification of material subsidiary companies. (b) Requirements with respect to disclosure of material as well as other subsidiaries.</p>	NA	The Company does not have any Subsidiary during the reporting period.
6	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-
7	<p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	Yes	-



8	<p>Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/ rejected by the Audit committee.</p>	Yes	The Company has obtained prior approval of Audit Committee for all Related Party transactions during the review period.
9	<p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	The Company has an Insider Trading Software installed at its registered office, in which necessary entries pertains of UPSI were recorded during the year under review.
11	<p>Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.</p>	NA	<p>As confirmed by the Management, no Actions has been taken against the listed entity/ its promoters/ directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder during the review period except mentioned below.</p> <p>The Company has made payment of outstanding SOP dues of Rs.77,714/- under Regulation 31 for quarter December, 2013 and Rs.1,85,000/- under Regulation 17(1) for quarter March, 2020 plus GST, upon receipt of comments / requirements communicated to the Company on 28/10/2025 through BSE Listing portal pursuant to the application filed made by the Company vide Case Id 207771 to the exchange under Regulation 31A of the SEBI (LODR), Regulations, 2015. The Exchange upon payment of said outstanding SOP dues approved said application and the Company has received the Approval Letter No. UST/COMP/SJ/549/2025-26 dated November 14, 2025 from BSE towards re-classification of following Outgoing Promoters as Public in accordance with the Regulation 31A of the SEBI LODR Regulations 2015.</p>



12	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	NA	No any additional non-compliance observed during reporting period.
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*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Compliances related to resignation of Statutory Auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019 ('Circular').

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1	<p>Compliances with the following conditions while appointing/re-appointing an auditor</p> <ul style="list-style-type: none"> If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year. 	Yes	No such event / instance observed.
2	<p>Other conditions relating to resignation of statutory auditor</p> <p>(i) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <ul style="list-style-type: none"> In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. In case the auditor proposes to resign, all concerns with respect to the 	Yes	No such event / instance observed.



	<p>proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <ul style="list-style-type: none"> The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. <p>(ii) Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3	<p>The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.</p>	Yes	

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

This Report is to be read with my testimony of even date that is annexed as **Annexure - A** and forms an integral part of this report.

For Madhuri J. Bohra & Associates
 Practicing Companies Secretaries
 ACS No.: 54739 | C P No.: 20329
 Peer Review: 4209/2023



(Signature)
 Madhuri J. Bohra
 (Proprietor)
 UDIN: A054739H000444722
 Place: Mumbai
 Date: 22/05/2026

Annexure - A

To,
Dhanlaxmi Cotex Limited
CIN: L51100MH1987PLC042280
Regd Off: 285, Chatrabhuj Jivandas House,
Princess Street, Marine Lines, Mumbai - 400002

Assumptions & Limitations of Scope and Review:

1. Compliance with the applicable Laws/Regulations and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. My responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the Listing Regulations and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Madhuri J. Bohra & Associates
(Practicing Companies Secretaries)
ACS No.: 54739 | C P No.: 20329
Peer Review: 4209/2023





Madhuri J. Bohra
(Proprietor)
UDIN: A054739H000444722
Place: Mumbai
Date: 22/05/2026