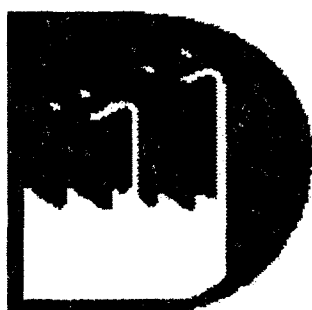


DHANLAXMI COTEX LIMITED



**27th Annual Report
2012-2013**



DHANLAXMI COTEX LIMITED

27TH ANNUAL REPORT

Board of Directors	Shri Ramautar Jhawar Shri Mahesh Jhawar Shri Vijay Kumar Moyal Shri Navin Vyas
Registered & Administrative Office	285, Princess Street, 2nd Floor, Chaturbhuj Jeevandas House, Mumbai - 400 002.
Bankers	HDFC Bank Ltd.
Auditors	M/s. S.G.Kabra & Co. Chartered Accountants 1st Floor, Wavell House, 1st Dhobi Talav Lane, Mumbai - 400 002.
Registrar and Share Transfer Agents	Bigshare Services Pvt. Ltd. E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E) Mumbai - 400 072.
Listed on Stock Exchange	Bombay Stock Exchange Limited

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DHANLAXMI COTEX LIMITED

NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of **Dhanlaxmi Cotex Limited** will be held at the Registered Office of the Company at 285, Princess Street, 2nd Floor, Chaturbhuj Jivandas House, Mumbai – 400 002 on Monday, the 30th day of September, 2013 at 4.00 p.m. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the year ended on that date together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Naveen Vyas who retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

For and behalf of the Board

Sd/-

Ramautar S. Jhavar

Chairman & Managing Director

Place: Mumbai

Date: 22nd May, 2013

Registered Office:

285, Princess Street, 2nd Floor,
Chaturbhuj Jivandas House,
Mumbai- 400 002



DHANLAXMI COTEX LIMITED

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.
2. Proxies, in order to be effective, must be received at the Company's Registered Office not later than 48 (forty-eight) hours before the time fixed for holding the meeting.
3. The Register of Members and Share Transfer Books will remain closed from Monday, 23rd September, 2013 to Friday, 27th September, 2013 (both days inclusive).
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries so as to reach the Registered Office of the Company at least seven days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent possible.
5. Members are requested to notify immediately any change in their address to their respective Depository Participant (DP) in respect of their electronic share accounts and to the Company's Registrar & Transfer Agent at Bigshare Services Private Limited at E-2/3, Ansa Industrial Estate, Saki-vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072 in respect of their physical share folios.
6. Members are requested to bring their copy of Annual Report to the Meeting.
7. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.
8. The relevant details as required by Clause 49 of the Listing Agreement entered into with the Stock Exchange, of persons, seeking re-appointment as Directors under Item No. 2 above, are as under:

DHANLAXMI COTEX LIMITED

RESUME OF THE PERSONS PROPOSED TO BE RE-APPOINTED AS THE DIRECTORS OF THE COMPANY AT THE ANNUAL GENERAL MEETING:

PARTICULARS	Naveen Vyas
DATE OF BIRTH	1/7/1979
DATE OF APPOINTMENT	30-12-2005
QUALIFICATIONS	B.COM
EXPERTISE IN SPECIFIC FUNCTIONAL AREA	Accounts
EXECUTIVE & NON EXECUTIVE DIRECTOR	Non-Executive Director
PROMOTER GROUP	No
INDEPENDENT DIRECTOR	Yes
CHAIRMAN/MEMBER OF COMMITTEES OF THE BOARDS OF WHICH HE IS A DIRECTOR	Nil

For and behalf of the Board

Sd/-

Ramautar S. Jhavar

Chairman & Managing Director

Place: Mumbai

Date: 22nd May, 2013

Registered Office:

285, Princess Street, 2nd Floor,

Chaturbhuji Jivandas House,

Mumbai- 400 002



DHANLAXMI COTEX LIMITED

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting their Twenty-Seventh Annual Report on the business operations of the Company along with the Audited Statement of Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS:

Particulars	(Rs. in Lacs)	
	Year Ended 31 st March 2013	Year Ended 31 st March 2012
Income	4803.55	3267.91
Profit/ (Loss) before Tax	180.62	26.90
Less: Provision for Tax	33.13	2.09
Add: Deferred Tax Assets	0.24	0.05
Net Profit/(Loss) after Tax	147.73	24.86
Add: Balance brought forward from previous year	1230.61	1205.75
Balance carried to Balance Sheet	1378.34	1230.61

OPERATIONS:

During the year under review, your Company earned a total income of Rs. 4803.55 Lacs comprising mainly of Sale of Shares, interest & Dividend and long term share investments profit. Against this, the total expenses amounted to 4622.93 Lacs. As a result of this the Company has earned Net Profit of Rs.147.73 Lacs as against the profit of Rs.24.86 Lacs for the previous year Barring unforeseen circumstances, your Directors are optimistic that the Company would be able to report better performance during the current year.

DIVIDEND:

With a view to conserve the resources for the future operations, your Directors have thought it prudent not to declare dividend for the year ended 31st March, 2013.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956 and the Articles of Association of the Company, Shri Naveen Vyas, Director is liable to retire by rotation and being eligible, offer himself for re-appointment at the ensuing Annual General Meeting. A brief profile of the Directors proposed to be re-appointed is annexed to the Notice of the ensuing Annual General Meeting.



DHANLAXMI COTEX LIMITED

The Remuneration committee at their meeting held on 11th August 2012 approved the tenure & Terms and conditions of managerial remuneration of the Managing and Wholetime Director of the Company effective from 1st August 2012.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the requirements of Section 217(2AA) of the Companies Act, 1956, your Directors confirm the following:

- ◆ that in the preparation of the Annual Accounts, the applicable Accounting Standards have been followed;
- ◆ that the Directors have selected such Accounting Policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2013 and of the profit of the Company for that period;
- ◆ that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- ◆ that the Annual Accounts for the year ended March 31, 2013 have been prepared on a going concern basis.

AUDITORS:

M/s. S. G. Kabra & Co., Chartered Accountants, the Statutory Auditors of the Company retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The members are requested to appoint the Auditors for the current year and to authorize the Board to fix their remuneration.

AUDITORS' REPORT:

Observations made by the Auditors in their report read with the relevant Notes to the Accounts are self-explanatory and therefore do not call for any further comments under Section 217(3) of the Companies Act, 1956.

SECRETARIAL COMPLIANCE CERTIFICATE:

Pursuant to the recent amendment in Section 383A of the Companies Act, 1956, all such Companies whose paid up share capital is Rs.10 Lacs and above but less than Rs. 5 Crore are required to obtain a Compliance Certificate for the year ended 31st March, 2013 is obtained from Mr. Ramesh Mishra Company Secretary and the same is attached.

FIXED DEPOSITS:

During the year under review, the Company has not accepted or renewed any deposits within the meaning of Section 58A of the Companies Act, 1956 and rules made there under.



DHANLAXMI COTEX LIMITED

CORPORATE GOVERNANCE:

A Report on Corporate Governance as also a Management Discussion and Analysis Report along with a certificate from Mr. Ramesh Mishra, Company Secretary in practice, regarding compliance of requirements of Corporate Governance pursuant to Clause 49 of the Listing Agreement with the Stock Exchange is annexed herewith.

PARTICULARS AS PER SECTION 217(2A) OF COMPANIES ACT, 1956:

During the year under review, none of the employees of the Company, whether employed for the whole year or part thereof, was in receipt of remuneration aggregating to or in excess of the limits specified under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, and hence, no particulars are required to be furnished in connection with the same.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

There are no foreign exchange earnings and outgo during the year under review. Information pursuant to Section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules, 1988 is not applicable in view of the nature of operations of your Company.

ACKNOWLEDGEMENTS:

The Board would like to express their gratitude for the continued support which the Company has received from its Shareholders, Customers, Suppliers, Bankers, Statutory Authorities and all other business associates.

The Board wishes to place on record their sincere appreciation to all the Company's employees for their collective contribution to the Company's improved performance.

For and behalf of the Board

Sd/-

Ramautar S. Jhavar

Chairman & Managing Director

Place: Mumbai

Date: 22nd May, 2013

Registered Office:

285, Princess Street, 2nd Floor,
Chaturbhuj Jivandas House,
Mumbai- 400 002



DHANLAXMI COTEX LIMITED

COMPLIANCE CERTIFICATE

SECRETARIAL COMPLIANCE CERTIFICATE FOR THE YEAR ENDED 31st MARCH 2013 IN RESPECT OF DHANLAXMI COTEX LIMITED.

CIN No. of the Company: L51100MH1987PLC042280

Capital: Rs. 5,50,00,000/-

Paid up Capital: Rs. 4,87,13,500/-

To,
**The Members,
Dhanlaxmi Cotex Limited
Mumbai.**

I have examined the registers, records, books and papers of **DHANLAXMI COTEX LIMITED** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013 (financial year). In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that in respect of the aforesaid year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made hereunder and all entries therein have been duly recorded.
2. The company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities within the time prescribed under the Act and the rules made hereunder.
3. The Company being Public Limited Company has more than the minimum prescribed paid-up capital. During the year under scrutiny:
 - a) has not invited public to subscribe for its shares or debentures; and
 - b) has not invited or accepted any deposits from persons other than its members, directors or their relatives.
4. The Board of Directors duly met 4 times on 12th May 2012, 11th August 2012, 10th November 2012, 9th February 2013 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The company has closed its Register of Members from 22nd September to 29th September, 2012 during the financial year.
6. The Annual General Meeting for the financial year ended on 31st March, 2012 was held on 29th September, 2012.



DHANLAXMI COTEX LIMITED

7. No Extra Ordinary Meeting was held during the financial year ended 31st March 2013.
 8. The provisions of section 295 of the Companies Act, 1956 was duly complied by the company.
 9. The Company has duly complied with the provisions of section 297 of the Act in respect of contracts specified in that section.
 10. The company has made the necessary entries in the register maintained under section 301 of the Act.
 11. As there were no instances falling within the purview of section 314 of the Act, the company has not obtained any approvals from the Board of directors, members or Central Government.
 12. The company has not issued duplicate share certificate in accordance with the provisions of the Companies Act, 1956 during the financial year.
 13. The Company during the period under review has:
 - i. The Company delivered securities after transfer/transmission during the financial year.
 - ii. The Company was not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year.
 - iii. The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year.
 - iv. The Company was not required to transfer any amount to the Investor Education and Protection Fund.
 - v. The Company has duly complied with the requirements of Section 217 of the Act.
 14. The Board of Directors of the company is duly constituted. There was no appointment of additional directors, alternate directors and directors to fill casual vacancy during the financial year.
 15. The appointment of Managing Director / Whole-time Director / Manager has been made in compliance with the provisions of section 269 read with Schedule XIII to the Act.
 16. The company has not appointed any sole-selling agents during the financial year.
 17. The Company has obtained approval of the Regional Director Pursuant to the provisions of Section 297 of the Companies Act, 1956 for contracts in which the Directors of the Company are interested.
 18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
 19. The company has not issued any equity shares during the financial year.
 20. The company has not bought back any shares during the financial year.
 21. The company has not redeemed any preference shares/debentures during the financial year.
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