

CORPORATE INFORMATION**BOARD OF DIRECTORS :**

Sri Rajkumar Inani	Managing Director (DIN : 00885466)
Sri Narayan Inani	Executive Director Cum CFO(DIN : 00525403)
Sri Anirudh Inani	Whole Time Director (DIN : 02253588)
Sri Shyam Sunder Jakhotia	Chairman&Independent Director (DIN : 00562306)
Sri Kasturi Nagendra Prasad	Independent Director (DIN : 00562599)
Sri Simanth Roy Chowdhury	Independent Director (DIN : 02479099)
Mrs. Natasha Inani	Additional Director (DIN : 02691300)

AUDIT COMMITTEE

K. N. Prasad	Chairman
Shyamsunder Jakhotia	Member
Narayan Inani	Member

NOMINATION AND REMUNERATION COMMITTEE

Shyamsunder Jakhotia	Chairman
K.N. Prasad	Member
Simanth Roy Chowdhury	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Shyamsunder Jakhotia	Chairman
K.N. Prasad	Member
Rajkumar Inani	Member

Auditors

M/s G.D Upadhyay & Co
Chartered Accountants
15-1-53, 2nd Floor, Upstairs Andhra Bank,
Opp. Goshamahal High School,
Siddiamber Bazar, Hyderabad-500012

Registered Office

Dhanalaxmi Roto Spinners Limited
Sy. No. 114 & 115, Station Road,
Thimmapur-509325
Mahabubnagar Dist. (Telangana)
E-mail: dhanlaxmiroto@yahoo.co.in
dhanroto@gmail.com
CIN : L18100TG1987PLC007769

Bankers:

Tamilnad Mercantile Bank Limited
15-2-696, 1st Floor, Kishangunj,
Siddiamber Bazar, Hyderabad-500012

CITI BANK N.A.

Ground Floor, Queens Plaza,
 S.P Road, Begumpet, Hyderabad-500003

CANBANK FACTORS LIMITED

(A SUBSIDIARY OF CANARA BANK)
 Hyderabad Brach, Road No. 19,
 Himayath Nagar, Hyderabad-500029

Share Transfer Agents / Demat Registrars

CIL Securities Limited
 214, Raghava Ratna Towers,
 Chirag Ali Lane, Abids, Hyderabad-500 001

NOTICE

Notice is hereby given that the **Twenty Eighth** Annual General Meeting of the Members of **DHANALAXMI ROTO SPINNERS LIMITED** will be held on Wednesday, the 30th September, 2015, at 9.30 A.M. at the Registered Office of the Company situated at Sy.No.114 & 115, Thimmapur-509325, Mahaboobnagar District, Telangana to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date, together with the report of the Board of Directors and Auditors' thereon.
2. To Appoint a Director in place of Mr. Rajkumar Inani, who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereunder, as amended from time to time the resolution passed by the members at the Annual General Meeting (AGM) held on September 30th 2014 for the appointment of **M/s G. D. Upadhyay & Company, Chartered Accountants**, Hyderabad (Firm Registration No.05834S) as Statutory Auditors of the Company to hold office from the conclusion of that Annual General Meeting (AGM) till the conclusion of the Annual General Meeting (AGM) to be held in the year 2017 be and is hereby ratified (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board of Directors of the Company in consultation with the Statutory Auditors".

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**

"RESOLVED THAT Mrs. Natasha Inani, who was appointed as an Additional Director with effect from March 10, 2015 on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and Article 116 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit, proposing her candidature for the office of a Director, be and is hereby appointed as a Director of the company and whose office shall be liable to determination by retirement of directors by rotation."

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

"RESOLVED THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company under Section 180(1)(c) of the Companies Act, 2013, to borrow any sum or sums of monies from time to time for the purpose of the business of the Company, from the Company's' bankers or any other bank, financial institutions or other persons, firms, bodies corporate on such terms and conditions as may be considered suitable whether by way of debentures, loans, cash credit, advance or deposits or bill discounting etc. notwithstanding the

money or monies to be borrowed, together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purposes, provided however that the total amounts so borrowed shall not exceed Rs.100 Crores (Rupees One Hundred Crores Only).

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT subject to the provisions of Section 149, 196 of the Companies Act, 2013 and rules made there under read with Section 197 and Schedule V of the Act and other applicable provisions of the Companies Act, 2013 consent of the members of the Company be and is hereby given for appointment of Mr. Narayan Inani as Executive Director of the Company w.e.f. 01st July, 2015 for the term of three years and whose office shall be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay the remuneration as set out in the statement annexed hereto, to Mr. Narayan Inani (DIN: 00525403), Executive Director of the Company, for the three years in absence of adequate profits.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT subject to the provisions of Section 149, 196 of the Companies Act, 2013 and rules made there under read with Section 197 and Schedule V of the Act and other applicable provisions of the Companies Act, 2013 and in partial modification of resolution No. 8 passed at the Twenty Seventh Annual General Meeting of the Company held on 30th September, 2014 consent of the members is be and hereby given for change in tenure of appointment of Mr. Anirudh Inani (DIN:02253588), Whole Time Director to 3 years from period starting from 1st July 2015, on the terms and conditions for the remaining tenure of his office as set out in the explanatory statement annexed to the notice conveying this meeting and whose office shall be liable to determination by retirement of directors by rotation."

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay the remuneration as set out in the statement annexed hereto, to Mr. Anirudh Inani (DIN: 02253588), Whole-time Director of the Company, for the three years in absence of adequate profits.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

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

"RESOLVED THAT subject to the provisions of Section 149, 196 of the Companies Act, 2013 and rules made there under read with Section 197 and Schedule V of the Act and other applicable provisions of the Companies Act, 2013 and in partial modification of resolution No. 9 passed at the Twenty Seventh Annual General Meeting of the Company held on 30th September, 2014 consent of the members is be and hereby given for change in terms of remuneration of Mr. Rajkumar Inani (DIN: 00885466), Managing Director of the Company w.e.f. 1-7-2015 for the remaining tenure of his office as set out in the explanatory statement annexed to the notice conveying this meeting and whose office shall be liable to determination by retirement of directors by rotation."

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and such other necessary approval(s), consent(s) or permission(s), as may be required, the consent of the Members of the Company be and is hereby accorded to pay the remuneration as set out in the statement annexed hereto, to Mr. Rajkumar Inani (DIN: 00885466), Managing Director of the Company in absence of adequate profits.

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution."

By Order of the Board

For **DHANALAXMI ROTO SPINNERS LIMITED**

Sd/-

Place : Thimmapur

Date : 31.07.2015

RAJKUMAR INANI
Managing Director
(DIN : 00885466)

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository Participants. Members who hold shares in physical form are requested to register their email address with Company's Registrar and Transfer Agents i.e., M/s. CIL SECURITIES LTD., 214, RAGHAVA RATNA TOWERS, CHIRAG ALI LANE, ABIDS, HYDERABAD-500 001.

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company.
3. Proxies in order to be effective must be received by the company at its Registered Office not less than 48 hours before the commencement of the meeting.
4. The Register of Members and Share Transfer Books will remain closed from 26th September, 2015 to 30th September, 2015 (both days inclusive) for the purpose of AGM.
5. Members holding shares in Demat are requested to intimate their respective Depository Holders relating to their change of addresses.
6. Members/Proxies should bring their attendance slip duly filled in for attending the meeting. Members who hold their shares in dematerialized form are requested to bring their client ID and DP numbers for easy identification of attendance at the meeting.
7. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
8. Electronic copy of the Annual Report for 2014-15 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
9. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or CIL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
10. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

11. Voting for transaction of Business:

The business as set out in the Notice may be transacted and that :

(A) The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement.

(B) The Facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through ballot paper.

(C) The Members who have cast their vote by remote e-voting shall not be entitled to cast their vote again.

The procedure and instructions for members for voting electronically are as under :

The voting period begins at 9.30A.M. on 27-09- 2015 and ends at 5.00 P.M. on 29-09-2015. 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 25-09-2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Company has appointed **Shailesh Baheti**, Practicing Company Secretary, Partner **Baheti Gupta & Co.**, who in the opinion of the Board is duly qualified person, as a Scrutinizer who will collate the electronic voting process in a fair and transparent manner.

i) Open your web browser during the voting period and log on to the e-voting website **www.evotingindia.com**

ii) Now click on "Shareholders" to cast your votes

iii) User-ID For Members holding shares in Demat Form:-

a) For CDSL:- 16 digits beneficiary ID

b) For NSDL:- 8 Character DPID followed by 8 Digits Client ID

For Members holding shares in Physical Form:-

a) Folio Number registered with the Company

iv) Next enter the Image Verification as displayed and Click on Login.

v) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.

vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. DOB Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

(vii).Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id /folio number in the Dividend Bank details field as mentioned in instruction.

(viii) After entering these details appropriately, click on "SUBMIT" tab.

ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

xii) 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.

xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv) 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.

xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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.

xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

xx) The results shall be declared on or after AGM and will be announced accordingly. In Compliance with provision of Section 108 of the Companies Act, 2013 and rule 20 of the companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by M/s. CIL Securities Limited.

12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 25th day of September 2015.

13. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the directors are interested under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

14. Relevant documents referred to in the accompanying Notice, as well as Annual Reports and Annual Accounts of the Company are open for inspection at the Registered Office of the Company, during the office hours, on all working days between 10.00 A.M. to 5.00 P.M. up to the date of Annual General Meeting.

By Order of the Board

For **DHANALAXMI ROTO SPINNERS LIMITED**

Place : Thimmapur

Date : 31.07.2015

Sd/-

RAJKUMAR INANI

Managing Director
(DIN : 00885466)

**Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 12 of the accompanying Notice:

Item No. 4: Regularization of Mrs. Natasha Inani as Director

The Board of Directors of the Company at its meeting held on 10th March, 2015 had appointed Mrs. Natasha Inani (DIN: 02691300) as Additional Director in accordance with the provisions of section 160 of the Companies Act, 2013 who holds her office only upto this Annual General Meeting.

Your company has received a notice under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director along with requisite deposit.

Hence, your Directors recommend acceptance of the proposed Resolution in the best interest of the Company.

Except Mrs. Natasha Inani, being an appointee, and Mr. Anirudh Inani being relative of the proposed appointee none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Item No. 5: To approve the Enhancement of Borrowing Powers of the company up to a limit of Rs. 100 Crores

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of a Company cannot borrow money (a part from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the Company's Paid-up Capital and Free Reserves (that is reserves not set apart for any specific purpose) without the consent of the shareholders in the General Meeting by way of Special Resolution.

The Resolution set out at item No.5 of the notice is put forth for consideration of the members as a Special Resolution pursuant to section 180(1)(c) of the Companies Act, 2013, authorizing the Board of Directors to borrow upto a sum of Rs. 100 Crores.

Hence your Directors recommend the aforesaid Special Resolution in the best interest of the Company.

None of the Directors or their relatives or any of the key Managerial personnel and their relatives is concerned or interested in the above resolution, except as the members of the Company.

Item No. 6: Appointment of Mr. Narayan Inani as Executive Director.

Mr. Narayan Inani. was appointed as Executive Director of the Company on 1st July, 2010 for a term of five years. His office as whole time Director came to end on 30th June, 2015.

Nomination and Remuneration committee keeping in view his vast and rich experience and expertise has recommended the Board his appointment as Executive Director for another period of 3 years and your Board of Directors at their meeting held on 31st day of July 2015 appointment him as Executive Director for a period of Three years w.e.f 01/07/2015 subject to the approval of members.

The terms of his appointment are as follows:

1. Remuneration of Rs. 85,000/- Per Month.
2. Period of Appointment: 3 years beginning from 01st July 2015 to 30th June 2018.
3. Appointment may be terminated by either party by giving 3 months notice in writing of such termination or as may be mutually agreed between the parties.
4. Mr. Narayan Inani shall perform such duties as from time to time may be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

The Board considers that his continued association would be of immense benefit to the Company in all round progress and prosperity of the company.

In compliance with the provisions of section 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under appointment of Mr. Narayan Inani as a Executive Director for a period of 3 years commencing from 01/07/2015 is now being placed before the Members for their approval.

Disclosures as required to be made to the members for payment of remuneration in case of inadequacy of profits in accordance with the provisions of Companies Act, 2013 and schedule V is set out below.

Except Mr. Narayan Inani, being an appointee and Mr. Rajkumar Inani and Mr. Anirudh Inani being relatives of the proposed appointee none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7: Change in Terms of Appointment of Mr. Anirudh Inani

Mr. Anirudh Inani. was appointed as Whole Time Director of the Company w.e.f 30th September, 2014 for a term of Five years. Nomination and Remuneration committee recommended change in Tenure of Mr. Anirudh Inani to 3 years w.e.f. 01/07/2015 and your Board of Directors at their meeting held on 31st day of July 2015 approved his revised term of appointment as Whole Time Director for a period of Three years w.e.f 01/07/2015 subject to the approval of members on the terms and conditions as set out in this resolution.

In compliance with the provisions of section 149, 152, 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under change in tenure of Mr. Anirudh Inani as specified above is now being placed before the Members for their approval.

Disclosures as required to be made to the members for payment of remuneration in case of inadequacy of profits in accordance with the provisions of Companies Act, 2013 and schedule V is set out below.

Except Mr. Anirudh Inani, being an appointee and Mr. Narayan Inani, Mr. Rajkumar Inani & Mrs. Natasha Inani, being relatives of the proposed appointee none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Item No.8: Change in Terms of Appointment of Mr. Rajkumar Inani, Managing Director

Mr. Raj Kumar Inani is the Managing Director of the Company who will hold office as Managing Director till 31/03/2018. Nomination and Remuneration committee recommended change in his remuneration for remaining term from Rs. 85,000/- to Rs.90,000/- per month w.e.f. 01/07/2015 and your Board of Directors at their meeting held on 31st day of July, 2015 approved his revised terms of remuneration for his remaining term w.e.f 01/07/2015 subject to the approval of members on the terms and conditions as set out in this resolution.

In compliance with the provisions of section 149, 152, 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under change in remuneration of Mr. Rajkumar Inani as specified above is now being placed before the Members for their approval.

Disclosures as required to be made to the members for payment of remuneration in case of inadequacy of profits in accordance with the provisions of Companies Act, 2013 and schedule V is set out below.

DHANALAXMI ROTO SPINNERS LIMITED

Except Mr. Rajkumar Inani, being an appointee and Mr. Narayan Inani and Mr. Anirudh Inani, being relatives of the proposed appointee none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

ADDITIONAL DISCLOSURES REQUIRED TO BE MADE IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013 READ WITH SCHEDULE V OF THE ACT IN RESPECT OF ITEM NO. 6,7 & 8

The Nomination and Remuneration Committee reviewed the remuneration of Mr. Narayan Inani, Executive Director, Mr. Anirudh Inani, Whole Time Director and Mr. Rajkumar Inani Managing Director after considering the current position of the Company and prevailing market conditions and recommended that the remuneration payable to them. The Committee while approving the remuneration has taken into consideration the limits as specified under section II(A) of Part II of Schedule V of the Companies Act, 2013 which inter alia provides remuneration payable in case of inadequacy of profits or no profits.

Mr. Narayan Inani, Mr. Rajkumar Inani and Mr. Anirudh Inani are associated with the Company since long period and has contributed towards the growth of Company. Their continued association provided immense benefits to the Company and therefore, Nomination and Remuneration Committee and the Board of Directors appreciated the contributions made by them towards the growth and recognition of the Company and considering the same Board approved the payment of the entire remuneration, as recommended by the Nomination and Remuneration Committee subject to the approval of members as follows:

Name of the Director	Mr. Rajkumar Inani Managing Director	Mr. Narayan Inani Executive Director	Mr. Anirudh Inani Whole Time Director
Remuneration	Rs. 90,000 per month	Rs.85,000 per month	Rs.80,000 per month

The additional information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

I. GENERAL INFORMATION

S.No	Nature of Industry	Trading, Import & Export			
1	Date or expected date of commencement of commercial Production	Your Company is a Trading Company and hence no production activity is involved.			
2	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
3	Financial performance during last three Year	(Rs. in Lakhs)			
		Particulars	FY 14-15	FY 13-14	FY 12-13
		Total Revenue	4629.68	4024.46	2599.60
		Profit After Tax	144.96	45.53	41.42
4	Foreign investments or Collaborators, if any	No foreign investment			

DHANALAXMI ROTO SPINNERS LIMITED

II. INFORMATION ABOUT THE DIRECTORS

1. Background of the Directors: Mr. Anirudh Inani has done his Master of Business Administration and has an wide experience in the field of Marketing. Mr. Raj Kumar Inani has done his Diploma in Textile where as Mr. Narayan Inani is a Commerce Graduate and has wide experience in Finance and Administration.

2. Past remuneration

Year	Mr. Rajkumar	Mr. Narayan Inani	Mr. Anirudh Inani
2012-13	7,20,000	7,80,000	7,20,000
2013-14	10,20,000	10,20,000	10,20,000
2014-15	10,20,000	10,20,000	7,35,000

3. Remuneration Proposed

Mr. Rajkumar Inani Managing Director	Mr. Narayan Inani Executive Director	Mr. Anirudh Inani Whole Time Director
Rs. 90,000 per month	Rs.85,000 per month	Rs.80,000 per month

III. OTHER INFORMATION

1. The remuneration payable to Executive Director has been considered and recommended by the Nomination and Remuneration Committee by taking into consideration the industry, size of the Company and experience and expertise of the Directors. The Directors have no pecuniary relationship directly or indirectly with the Company or with the managerial personnel except to the extent of their remuneration and shareholdings in the Company.

2. **Reasons of loss or inadequate profits:** The performance of the Company in the last two financial years has been impacted due to slowdown in global and Indian economies. The situation has aggravated further due to short-term downtrend in the Wood & Paper Industry.

3. **Steps taken or proposed to be taken for improvement:** The Company will remains committed to generating superior returns for its stakeholders. Dhanalaxmi Roto Spinners Limited would continue to drive growth through asset light business models and release cash by existing capital intensive business models.

4. Expected increase in Turnover and profits in measurable terms: The aforesaid steps are taken by the Company to improve the Company's performance and profitability in the future.

By Order of the Board

For **DHANALAXMI ROTO SPINNERS LIMITED**

Sd/-

Place : Thimmapur

Date : 31.07.2015

(RAJKUMAR INANI)
Managing Director
(DIN : 00885466)

BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in submitting the Twenty Eighth Annual Report together with Audited Statement of Accounts of the Company for the year ended 31st March, 2015.

FINANCIAL RESULTS

The Company's financial performance for the year under review along with previous year's figures is given hereunder:

(Rupees In Lacs)		
Particulars	Year Ended 31-3-2015	Year Ended 31-3-2014
Revenue from Operations	4549.66	3972.14
Other Income	80.02	52.32
Total Income	4629.68	4024.46
Expenses	4405.33	3958.60
Profit before Exceptional Items, Extra Ordinary Items and Tax	224.35	65.86
Exceptional Items	1.34	1.24
Profit before Tax	223.01	64.62
Less: Tax Expenses	78.06	19.09
Net Profit After Tax	144.95	45.53

2. REVIEW OF OPERATIONS:

During the year under review, your Company has made a Gross Income of Rs 4629.68 Lacs when compared to Rs. 4024.46 Lacs in the earlier year. Net profit before Taxation earned during the year under review amounted to Rs.223.01Lacs, as against Rs. 64.62 Lacs in the previous year. Profit after Tax was at Rs. 144.95 Lacs as against Rs. 45.53 Lakhs of earlier year.

3. DIVIDEND

To conserve the reserves of the Company, the Company has not proposed any dividend during the year.

4. RESERVES:

The Company proposes to transfer Rs. 144.95 Lacs to General Reserves for the FY 2014-15. With this addition, the total Reserves & Surplus (including Capital Reserve, Securities Premium Reserve, Central Subsidy, General Reserve and Surplus) as on March 31, 2015 is Rs. 423.04 Lacs as against the Paid up Capital of Rs. 390.03 Lacs.

5. DIRECTORS

Mr. Rajkumar Inani, Managing Director retires at this Annual General Meeting and being eligible offer himself for reappointment. His designation was changed from Whole Time Director to Managing Director at the Annual General Meeting of the Company held on 30/09/2014. Further the Board of Directors of the Company at their meeting held on 31/07/2015 changed the remuneration of Mr. Rajkumar Inani from Rs. 85000 per month to Rs. 90,000 per month w.e.f.

01/07/2015 for the remaining tenure of his appointment as Managing Director and the same has being put for approval of member at this Annual General Meeting.

Mrs. Natasha Inani, was appointed as Additional Director on 10/03/2015 and she holds office till the date of this Annual General Meeting. A notice has been received from a member proposing her candidature for reappointment as Director and the same has being put for approval of member at this Annual General Meeting.

Further during the year under review Mr. Shyam Sunder Jakhota Independent Director was appointed as Chairman with effect from 10/03/2015 and Mr. Narayan Inani, was appointed as CFO of the company w.e.f. 30/05/2014.

Also the term of Mr. Airudh Inani who was appointed as Whole Time Director on 30/06/2009 came to end on 29/06/2014. He was further appointed as Whole Time Director at the Annual General Meeting of the Company held on 30/09/2014

Also the term of Mr. Narayan Inani who was appointed as Executive Director on 01/07/2010 came to end on 30/06/2015. He was further appointed as Executive Director w.e.f 01/07/2015 at the Meeting of the Board of Directors of the Company held on 31/07/2015 and the same has being put for approval of member at this Annual General Meeting.

Mr. Shyam Sunder Jakhota, Mr. K.N.Prasad and Mr. Simanth Roy Chowdhury were appointed as Independent Director w.e.f 01/04/2014 for a term of Five years.

6. INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

7. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Board of Directors met Five (5) times on 30th May, 2014, 31st July, 2014, 31st October, 2014, 31st January, 2015 & 10th March, 2015 during the financial year 2014-15.

The names of the Directors on the Board, their attendance at Board Meetings held during the year is given below.

Name of the DIRECTORS	Attendance Particulars	
	No. of Board meetings held during the Financial year 2014-15	No. of Board meetings Attended
Rajkumar Inani	5	5
Narayan Inani	5	5
Anirudh Inani	5	4
Shyamsunder Jakhota	5	5
Kasturi Nagendra Prasad	5	5
Simanth Roy Chowdhury	5	5
Natasha Inani	5	1

8. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submit its responsibility Statement:—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively. Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. STATUTORY AUDITORS

M/s G.D Upadhyay & Co, Chartered Accountants, were appointed as Statutory Auditors for a period of 3 years at the Annual General Meeting held on 30/09/2014 subject to the ratification of their appointment at every Annual General Meeting. Their continuance of appointment is to be ratified by the members at the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

M/s. Vinay Surana & Co., Chartered Accountants are the Internal Auditors of the Company and M/s Manjeet Bucha & Associates, Company Secretaries are the Secretarial Auditors of the Company.

10. AUDITORS REPORT

There was no qualifications, reservations or adverse remarks made by the Statutory Auditors of the Company in their Auditors reports. Further there was no qualifications, reservations or adverse remarks made by the Secretarial Auditors of the Company in their Secretarial Auditor Reports except in respect of the following matters : Failure to publish newspaper advertisement for Book Closure, Non filing of Disclosures as required under SEBI (SAST) Regulations, 2011 and SEBI (Prohibition of insider Trading) Regulations, 1992, Appointment of Company Secretary as KMP as required under section 203 of the Companies Act, 2013 and Clause 47 of the Listing Agreement and failure to provide voting facility through electronic means.

The failure with respect to publication of News Paper Advertisement for Book Closure and submission of disclosures was due to oversight of the Secretarial Department and your Board after taking note of the same has established system for ensuring proper and regular compliances in the matters specified above. Further as the registered office of the company is situated at a remote place and thus the company is unable to find a candidate for the post of Company Secretary. The Requirements of providing voting facility through electronic means was introduced by implementation of the provisions of section 108 of the Companies Act, 2013 w.e.f 01st April, 2015 however, Ministry of Corporate Affairs vide its Circular No. 20/ 2014 dated 12th June, 2014 clarified that e-voting facility need not provided till 31st December, 2014, however Clause 35B of the listing agreement required for providing e-voting facility. Due to the shortage of time for implementation of e-voting facility and few number of agencies providing e-voting facility, company could not make necessary arrangements with the agencies in that short period and hence the same was not provided. However your Board of Directors taking note of the same has proposed all the resolutions to be passed at that ensuing Annual General Meeting through e-voting.

11. ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure A and is attached to this Report.

12. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

13. LOANS, GUARANTEES, INVESTMENTS MADE OR SECURITIES PROVIDED

The particulars of Loans, Guarantees, Investments made or securities provided under Section 186 as on 31st March, 2015 is as under

Sl. No	Name of the Person/ Company	Amount Rs.			
		Loans	Guarantees	Investments	Securities provided
1.	Ketki Finance Limited	---	---	753750	---
2.	Rajya Laxmi Petro Chemical Private Limited	---	---	1000	---
3.	Karmanghat Securities Private Limited	---	---	5000	---

14. RELATED PARTY TRANSACTIONS

The particulars of Contracts or Arrangements made with related parties made pursuant to Section 188 is furnished in Annexure B and is attached to this report.

15. DEPOSITS

The Company has neither accepted nor renewed any deposits during the year under review.

16. LISTING:

Your Company's shares are presently listed on The Bombay Stock Exchange Limited. Your Company is regular in payment of listing fees to The Bombay Stock Exchange Limited; Scrip Code is 521216 & Scrip ID: DHANROTO.

17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As required by the provisions of Companies Act, 2013, the relevant information pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo are given under:

A. Conservation of Energy:

Adequate measures have been taken to reduce energy consumption, wherever possible. There were no additional investments made for the conservation of energy during the period under review.

B. I) Research and Development (R&D):

a) Specific areas in which R&D has been carried out by the company: NIL

b) Benefits derived as a result of the above R&D: NIL

c) Future plans of action: NIL

d) Expenditure on R&D: NIL

II) Technology Absorption, Adaptation and Innovation:

a) Technology Imported: NIL

b) Year of Import: NIL

c) Has the technology been fully absorbed: NIL

d) Technical collaborator: NIL

C. Foreign Exchange Earnings and Outgo:

Particulars	Amount (Rs.)	
	FY 2014-15	FY 2013-14
Earnings	3,93,590	NIL
Outgo	38,95,52,876	28,46,31,982

18. PARTICULARS OF EMPLOYEES

There is no employee who if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than sixty lakh rupees or if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than five lakh rupees per month or if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company and thus consequently no information is required to be provided in this regard in accordance with the provisions of Companies (Appointment and Remuneration Managerial Personnel) Rule, 2014 of the Companies Act, 2013.

19. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has effective 'internal financial controls' that ensure an orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information. There are adequate controls relating to strategic, operational, environmental and quality related aspects too. While these controls have been effective through-out the year, these are reviewed on a periodic basis for any changes/modifications to align to business needs.

20. TRANSFER OF UNCLAIMED DIVIDEND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

21. MATERIAL CHANGES AND COMMITMENT IF ANY

The term of Mr. Narayan Inani who was appointed as Executive Director on 01/07/2010 came to end on 30/06/2015. Board of Directors of the Company at their meeting held on 31/07/2015 appointed him as Executive Director w.e.f 01/07/2015 and the same has being put for approval of member at this Annual General Meeting.

Further the Board of Directors of the Company at their meeting held on 31/07/2015 changed the remuneration of Mr. Rajkumar Inani from Rs. 85000 per month to Rs. 90,000 per month w.e.f. 01/07/2015 for the remaining tenure of his appointment as Managing Director and the same has being put for approval of member at this Annual General Meeting.

Also the term of Mr. Anirudh Inani who was appointed as Whole Time Director on 30/06/2009 came to end on 29/06/2014. He was further appointed as Whole Time Director at the Annual General Meeting of the Company held on 30/09/2014

Also the Board of Directors of the Company at their meeting held on 31/07/2015 changed the term of appointment of Mr. Anirudh Inani for a period of 3 years w.e.f 01/07/2015 and the same has being put for approval of member at this Annual General Meeting.

Mr. Shyam Sunder Jakhota, Mr. K.N.Prasad and Mr. Simanth Roy Chowdhury were appointed as Independent Directors w.e.f. 01/04/2014 for a term of Five years.

22. RISK MANAGEMENT POLICY

The Board of Directors of the Company formulates, implements and monitors the risk management framework for the Company.

The Board evaluates risk management systems and internal financial controls. The Board reviews the internal audit findings, provides guidance on internal controls and ensures that the internal audit recommendations are implemented.

The responsibility for management of risks vests with the Managers responsible for the day-to-day conduct of affairs of the Company. The Managers are required to ensure that Standard Operating Procedures (SOPs) for major areas of operations are in place, clearly delineating the accountabilities in the systems/ process chains. Such SOPs are also required to be regularly reviewed for ensuring superior quality thereof.

23. CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

24. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Since the Paid up Capital of the Company is less than Rs. 10 Crores and Networth of the Company is less than Rs. 25 Crores, Corporate Governance is not applicable.

25. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The company has Nomination and Remuneration committee consisting of Mr. Shyam Sunder Jakhota, as Chairman and Mr. K.N. Prasad and Mr. Simanth Roy Chowdhury as members. The remuneration and sitting fees paid to the Board members are based on the recommendation of Nomination and Remuneration Committee. The Committee takes into consideration the experience and expertise of the Board and other members before recommending the remuneration to be paid to them.

Remuneration to Directors :

The remuneration and perks paid during the year to Mr. Anirudh Inani, whole time Director is Rs. 7,35,000, Mr. Rajkumar Inani, Managing Director is Rs. 10,20,000 and Mr. Narayan Inani Executive Director is Rs. 10,20,000.

Sitting Fees :

Sitting Fees to Non- Executive Directors is paid at Rs. 4000/- per meeting details of which are as under

Non- Executive Directors	Sitting Fees (Rs)
Mr. K.N.Prasad	20,000
Mr. Simanth Roy Chowdhury	20,000
Mr. Shyam Sunder Jakhota	20,000
Mrs. Natasha Inani	4,000

26. COMPOSITION OF AUDIT COMMITTEE AND VIGIL MECHANISM

The company has Audit Committee consisting of Mr. K.N.Prasad, as Chairman and Mr. Shyamsundar Jakhota and Mr. Narayan Inani as members.

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has also provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided direct access to the Chairman of the Audit Committee on reporting issues concerning the interests of co-employees and the Company.

27. BOARDS EVALUATION

The Board of Directors of your company has devised a Policy for annual evaluation of its own performance, performance of its Independent Directors, Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

28. SHARE CAPITAL

The company has not altered its authorized share capital during the financial year 2014-15 and also has not issued any shares during the said year. Further no securities were bought back by the Company during the year under review.

29. POLICY ON SEXUAL HARASSMENT

The Company has adopted policy on Prevention of Sexual Harassment of women at Workplace in accordance with The Sexual Harassment of women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the year under review, the Company has not received any complaints pertaining to Sexual Harassment.

30. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders that were passed by the regulators or courts or tribunals against your Company.

31. REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The Information given Pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given below:

S. No.	Name of the Director	Remuneration of the year F.Y.2015	Remuneration of the year F.Y.2014	%increase in the Remuneration of the year F.Y.2015 as compared to 2014	Ratio of Remuneration to MRE
1.	Rajkumar Inani Managing Director	10,20,000	10,20,000	NIL	7.08
2.	Anirudh Inani Whole Time Director	7,35,000	10,20,000	-	5.104
3.	Narayan Inani Executive Director cum CFO	10,20,000	10,20,000	NIL	7.08
4.	K.N. Prasad Independent Director	20,000	40,000	NIL	0.1389
5.	Simanth Roy Chowdhury Independent Director	20,000	12,000	NIL	0.1389
6.	Natasha Inani Additional Director	4,000	NIL	NIL	0.0277
7.	Shyam Sunder Jakhota Chairman & Independent Director	20,000	28,000	NIL	0.1389