

**DHANALAXMI ROTO  
SPINNERS LIMITED**



**ANNUAL REPORT  
2015 - 2016**

## DHANALAXMI ROTO SPINNERS LIMITED

### BOARD OF DIRECTORS

Rajkumar Inani  
Narayan Inani  
Anirudh Inani  
Shyamsundar Jakhota  
Kasturi Nagendra Prasad  
Simanth Roy Chowdhury  
Natasha Inani

### CORPORATE INFORMATION

Managing Director(DIN: 00885466)  
Executive Director cum CFO (DIN: 00525403)  
Whole Time Director (DIN: 02253588)  
Chairman and Independent Director (DIN: 00562306)  
Independent Director (DIN: 00562599)  
Independent Director (DIN: 02479099)  
Director (DIN:02691300)

### AUDIT COMMITTEE

K. N. Prasad	Chairman
Shyamsundar Jakhota	Member
Narayan Inani	Member

### NOMINATION AND REMUNERATION COMMITTEE

Simanth Roy Chowdhury	Chairman
Shyamsundar Jakhota	Member
K.N. Prasad	Member

### STAKEHOLDERS RELATIONSHIP COMMITTEE

Shyamsundar Jakhota	Chairman
K.N. Prasad	Member
Rajkumar Inani	Member

### Auditors

M/s. G.D. Upadhyay & Co  
Chartered Accountants ,  
15-1-53, 2<sup>nd</sup> Floor, Upstairs Andhra Bank,  
Opp. Goshamahal High School,  
Siddiamber Bazar, Hyderabad-500 012

**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, 1<sup>st</sup> Floor, Kishangunj, Siddiamber Bazar, Hyderabad-500012

**CITI BANK N.A.** Ground Floor, Queens Plaza, S.P Road, Begumpet, Hyderabad-500 003

**CANBANK FACTORS LIMITED**  
(A SUBSIDIARY OF CANARA BANK)  
Hyderabad Branch  
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

**DHANALAXMI ROTO SPINNERS LIMITED**

**NOTICE**

Notice is hereby given that the **Twenty Ninth** Annual General Meeting of the Members of **DHANALAXMI ROTO SPINNERS LIMITED** will be held on Friday, the 30th September, 2016, at 9.30 A.M. at the Registered Office of the Company situated at Sy.No.114 & 115, Station Road, Thimmapur-509325, Mahabubnagar District, Telangana to transact the following Business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2016 and the Profit and Loss Account for the year ended on that date, together with the Cash Flow Statements and reports of the Board of Directors and Auditors' thereof.
2. To Appoint a Director in place of Mr. Narayan 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 30<sup>th</sup> 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".

By Order of the Board  
For **DHANALAXMI ROTO SPINNERS LIMITED**

Sd/-

Place : Thimmapur  
Date : 31/07/2016

**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. 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.
2. 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.
3. Members holding shares in Demat are requested to intimate their respective Depository Holders relating to their change of addresses.
4. 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.
5. 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.
6. Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(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 2015-16 is being sent in the permitted mode.
7. 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.

**DHANALAXMI ROTO SPINNERS LIMITED**

8. 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.

9. **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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

(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 9.30 A.M. on 27-09-2016 and ends at 5.00 P.M. on 29-09-2016. 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 23<sup>rd</sup> day of September, 2016, 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](http://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

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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](http://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.

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- 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**.

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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 29<sup>th</sup> Annual General Meeting(AGM) by electronic means and the business may be transacted through e-voting Services provided by M/s. CIL Securities Limited.

11. 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 23<sup>rd</sup> day of September 2016.
12. 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.
13. 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**

Sd/-

Place : Thimmapur  
Date : 31/07/2016

**RAJKUMAR INANI**  
Managing Director  
(DIN: 00885466)

## DHANALAXMI ROTO SPINNERS LIMITED

### BOARD'S REPORT

Dear Shareholders,

Your Directors have pleasure in submitting their Twenty Ninth Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2016.

#### 1. FINANCIAL RESULTS

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

	Year ended March 31, 2016 Rs.	Year ended March 31, 2015 Rs.
Revenue from Operations	49,73,04,312	45,49,66,400
Other Income	1,42,29,613	80,01,848
Total Income	51,15,33,925	46,29,68,248
Expenses	49,96,02,648	44,05,32,641
Profits before exceptional and extraordinary items and tax	1,19,31,277	2,24,35,607
Exceptional Items	(98,765)	1,33,962
Profit Before Tax	1,20,30,042	2,23,01,645
Less: Tax Expenses	40,12,758	78,05,865
Net Profit After Tax	80,17,284	1,44,95,780

#### 2. REVIEW OF OPERATIONS:

During the year under review, your Company has made a Gross Income of Rs. 51,15,33,925/- when compared to Rs. 46,29,68,248/- in the earlier year. Net profit before Taxation earned during the year under review amounted to Rs. 1,20,30,042/- as against Rs. 2,23,01,645/- in the previous year. Profit after Tax was at Rs. 80,17,284/- as against Rs. 1,44,95,780/- 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. 80,17,284/- to general reserves for the FY 2015-16. With this addition, the total Reserves & Surplus (including Capital Reserve, Securities Premium Reserve, Central Subsidy, General Reserve and Surplus) as on March 31, 2016 is Rs. 4,99,16,166/- as against the Paid up Capital of Rs. 3,90,03,000/-

**5. DIRECTORS**

Mr. Narayan Inani, Executive Director retires at this Annual General Meeting and being eligible offer himself for reappointment. During the year 2015-16 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 for a term of three years and the same was approved by the members of the company at their Annual General Meeting held on 30/09/2015.

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. 85,000/- 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 was approved by the members of the company at their Annual General Meeting held on 30/09/2015.

Further during the year under review the Board of Directors, based on the recommendation of Nomination and Remuneration Committee, at their meeting held on 31/07/2015 changed the tenure of appointment of Mr. Anirudh Inani as Whole Time Director to 3 years w.e.f 01/07/2015 and the same was approved by the members of the company at their Annual General Meeting held on 30/09/2015.

Mrs. Natasha Inani, was appointed as Director by the members of the company at their Annual General Meeting held on 30/09/2015.

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

Name of the Director	Date of Meeting							Total Number of Meetings attended
	30/05/15	15/06/15	31/07/15	31/10/15	30/01/16	26/02/16	30/03/16	
Rajkumar Inani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	7
Narayan Inani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	7
Anirudh Inani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	7