

DHANALAXMI ROTO SPINNERS LIMITED



Dhanalaxmi Roto Spinners Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS

Rajkumar Inani	Managing Director	(DIN: 00885466)
Narayan Inani	Executive Director cum CFO	(DIN: 00525403)
Anirudh Inani	Whole Time Director cum compliance officer	(DIN: 02253588)
Shyamsundar Jakhota	Chairman and Independent Director	(DIN: 00562306)
Kasturi Nagendra Prasad	Independent Director	(DIN: 00562599)
Simanth Roy Chowdhury	Independent Director	(DIN: 02479099)
Natasha Inani	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 JEEDIGUNTA & CO

Chartered Accountants,
Flat No. 205B, 3-5-1113/E, Gupta Towers,
Narayanaguda, Hyderabad-500029,

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

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
CIN : L67120TG1989PLC010188
SEBI Registration No. : INR000002276
E-Mail: rta@cilsecurities.com
Contact: Mr. VSM Yadav Raju
Contact No: 040-23202465 / 9666375981

Dhanalaxmi Roto Spinners Limited

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Members of **DHANALAXMI ROTO SPINNERS LIMITED** will be held on Saturday, the 29th Day of September, 2018 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 Financial Statement of the Company for the financial year ended 31st day of March, 2018 together with the Reports of the Board of Directors and Auditor's thereof.
2. To Appoint a Director in place of Mr.Rajkumar Inani (DIN No: 00885466), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

3. 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 196, 203 and if any other applicable provisions of the Companies Act, 2013 and in accordance with the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 consent of the members is be and hereby given for re-appointment of Mr. Rajkumar Inani as Managing Director of the Company for the tenure of Three (3) years with effect from April 1, 2018 to March 31, 2021 on monthly remuneration of Rs. 2,50,000 per month as recommended by Nomination & Remuneration committee whose office shall be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT in the event of loss or inadequate profits in any financial year during the tenure of services of Mr. Rajkumar Inani as Managing Director, the payment of salary, perquisites, bonus etc shall be governed by the limits prescribed under section II of Part II of schedule V of the Companies Act, 2013 with a power to the Board of Directors to vary or increase the remuneration including the basic Salary, Commission, Perquisites, Allowances etc within the limits prescribed under Schedule V of the Companies Act, 2013 as amended from time to time,."

"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."

4. 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 196, 203 and if any other applicable provisions of the Companies Act, 2013 and in accordance with the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 consent of the members is be and hereby given for re-appointment of Mr. Narayan Inani as Executive Director of the Company for the tenure of Three (3) years with effect from July 1, 2018 to June 30, 2021 on monthly remuneration of Rs. 2,50,000 per month as recommended by Nomination & Remuneration committee whose office shall be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT in the event of loss or inadequate profits in any financial year during the tenure of services of Mr.Narayan Inani, Executive Director, the payment of salary, perquisites, bonus etc shall be governed by the limits prescribed under section II of Part II of schedule V Of the Companies Act, 2013 with a power to the Board of Directors to vary or increase the remuneration including the basic Salary, Commission, Perquisites, Allowances etc within the limits prescribed under Schedule V of the Companies Act, 2013 as amended from time to time,."

"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."

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

"RESOLVED THAT subject to the provisions of Section 196, 203 and if any other applicable provisions of the Companies Act, 2013 and in accordance with the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 consent of the members is be and hereby given for re-appointment of

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Mr. Anirudh Inani as Whole-Time Director of the Company for the tenure of Three (3) years with effect from July 1, 2018 to June 30, 2021 on monthly remuneration of Rs. 2,50,000 per month as recommended by Nomination & Remuneration committee whose office shall be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT in the event of loss or in adequate profits in any financial year during the tenure of services of Mr. Anirudh Inani as Whole-Time Director, the payment of salary, perquisites, bonus etc shall be governed by the limits prescribed under section II of Part II of schedule V of the Companies Act, 2013 with a power to the Board of Directors to vary or increase the remuneration including the basic Salary, Commission, Perquisites, Allowances etc within the limits prescribed under Schedule V of the Companies Act, 2013 as amended from time to time,."

"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 resolutions as an **Ordinary Resolution**:

"RESOLVED THAT the consent of the members of the company is be and hereby accorded for establishment of a corporate office of the Company at The Laxmi, 8-2-686/B/6/D/K & 8-2-686/B/M/K, 4th Floor, Road No. 12, Banjara Hills, Near Indian Bank, Hyderabad-500034, Telangana, India and such office shall be called as 'Corporate Office' of the Company.

"RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to enter into contracts, register the office with necessary regulatory authorities & to obtain all such license from regulatory bodies as may be required and to do all such acts things and deeds as may be necessary and incidental to give effect to the above resolution."

7. **TO CONSIDER AND DELEGATE POWERS TO THE BOARD TO LEASE OR SELL PROPERTY OF THE COMPANY**

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

"RESOLVED THAT in terms of Sections 180 (1)(a) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the consent of the members be and is hereby accorded to the Board of Directors of the Company to sale and / or give on lease the property of the company as mentioned in the explanatory statements attached hereunder at such price and / or on such terms and conditions as the Board may deem fit in the best interest of the Company."

"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 re-appoint Mr. Shyamsundar Jakhota as an Independent Director.
To consider and if thought fit to pass the following resolution with or without modification(s), as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereof, for the time being in force), Mr. Shyamsundar Jakhota (DIN: 00562306), who was appointed as an Independent Director and who holds office as an Independent Director upto 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for second term of 5 (five) consecutive years, i.e., upto 31st March, 2024."

"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."

9. To re-appoint Mr. Kasturi Nagendra Prasad as an Independent Director.
To consider and if thought fit to pass the following resolution with or without modification(s), as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereof, for the time being in force), Mr. Kasturi Nagendra Prasad (DIN: 00562599), who was appointed as an Independent Director

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and who holds office as an Independent Director upto 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for second term of 5 (five) consecutive years, i.e., upto 31st March, 2024.”

“**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.”

10. To re-appoint Mr. Simanth Roy Chowdhury as an Independent Director.

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

“**RESOLVED THAT** pursuant to the provisions of section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) thereof, for the time being in force), Mr. Simanth Roy Chowdhury (DIN:02479099), who was appointed as an Independent Director and who holds office as an Independent Director upto 31st March, 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation and to hold office for second term of 5 (five) consecutive years, i.e., upto 31st March, 2024.”

“**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**

Place : Thimmapur
Date : August 20, 2018

RAJKUMAR INANI
Managing Director
(DIN: 00885466)

NOTES:

1. A member entitled to attend and vote at the Annual General 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. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
4. Members holding shares in Demat are requested to intimate their respective Depository Holders (**participant**) relating to their change of addresses.
5. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
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 Agents 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 2017-18 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 2017-18 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.

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10. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken a Green Initiative in Corporate Governance and allowed companies to serve documents on its shareholders through electronic mode. Members are requested to support this green initiative by registering/updating their e-mail address, in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with company/its Share Transfer Agents.
11. 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.

12. 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 at the meeting.
- (C) The Members who have cast their vote by remote e-voting may also attend the meeting 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 26-09-2018 and ends at 5.00 P.M. on 28-09-2018. 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 22nd day of September, 2018, 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) Click on "Shareholders"
- iii) Now Enter 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
 - c) For Members holding shares in Physical Form should enter 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
Dividend Bank Details	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

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

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- 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**
- u 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.
 - u A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to **helpdesk.evoting@cdslindia.com**.
 - u 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.
 - u 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.
 - u 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 in accordance with the provisions of Section 108 of the Companies Act, 2013 and rule 20 of the companies (Management and Administration) Rules, 2014.
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 : August 20, 2018

RAJKUMAR INANI
Managing Director
(DIN: 00885466)

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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 7 of the accompanying Notice:

Item No. 3: Re-Appointment of Mr. Rajkumar Inani, Managing Director

Mr. Rajkumar Inani is the Managing Director of the Company who holds office as Managing Director till 31/03/2018. Nomination and Remuneration committee keeping in view his vast and rich experience and expertise has recommended the Board his re-appointment as Managing Director for another period of 3 years and your Board of Directors at their meeting held on 30th day of May 2018 appointed him as Managing Director for a period of three years w.e.f. 01/04/2018 subject to the approval of members.

The terms of his appointment are as follows:

1. Remuneration of Rs. 2,50,000 per month
2. Period of Appointment: 3 years beginning from 01st April 2018 to 31st March 2021.
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.

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

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. Rajkumar Inani, being an appointee, and Mr. Narayan Inani, Mr. Anirudh Inani and 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. 3.

In compliance with the provisions of section 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under re-appointment of Mr. Rajkumar Inani as a Managing Director for a period of 3 years commencing from 01/04/2018 is now being placed before the Members for their approval.

Item No. 4: Re-Appointment of Mr. Narayan Inani as Executive Director.

Mr. Narayan Inani was appointed as Executive Director of the Company on July 1, 2015 for a term of three years and his office of Executive Directors ended on 30th June, 2018. Nomination and Remuneration committee keeping in view his vast and rich experience and expertise has recommended the Board his re-appointment as Executive Director for another period of 3 years and your Board of Directors at their meeting held on 28th day of July 2018 appointed him as Executive Director for a period of three years w.e.f. 01/07/2018 subject to the approval of members.

The terms of his appointment are as follows:

1. Remuneration of Rs. 2,50,000 per month
2. Period of Appointment: 3 years beginning from 01st July 2018 to 30th June 2021.
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.

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, Mr. Anirudh Inani and 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. 4.

In compliance with the provisions of section 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under re-appointment of Mr. Narayan Inani as a Executive Director for a period of 3 years commencing from 01/07/2018 is now being placed before the Members for their approval.

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Item No. 5: Re-Appointment of Mr. Anirudh Inani, Whole Time Director

Mr. Anirudh Inani was appointed as Whole Time Director of the Company on July 1, 2015 for a term of three years and his office of Whole Time Director ended on 30th June, 2018. Nomination and Remuneration committee keeping in view his vast and rich experience and expertise has recommended the Board his re-appointment as Whole Time Director for another period of 3 years and your Board of Directors at their meeting held on 28th day of July 2018 appointed him as Whole Time Director for a period of three years w.e.f. 01/07/2018 subject to the approval of members.

The terms of his appointment are as follows:

1. Remuneration of Rs. 2,50,000 per month
2. Period of Appointment: 3 years beginning from 01st July 2018 to 30th June 2021.
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.

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

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. 5.

In compliance with the provisions of section 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under re-appointment of Mr. Anirudh Inani as a Whole Time Director for a period of 3 years commencing from 01/07/2018 is now being placed before the Members for their approval.

Item No. 6: To establish a corporate office at The Laxmi, 8-2-686/B/6/D/K & 8-2-686/B/M/K, 4th Floor, Road No. 12, Banjara Hills, Near Indian Bank, Hyderabad-500034, Telangana, India.

The company's Registered Office is presently situated at Survey no.114 & 115, Station road, Thimmapur, Mahbubnagar District, Telangana- 509325. The establishment of corporate office is advantageous to the company in maintaining investor protection as well as convenient in administrative and operative issues and enables the management to enhance, manage and expand the existing activities of the company in a better way and also for proper discharge of managerial functions.

It is advantageous from administrative and economic point of view to establish the Corporate office at The Laxmi, 8-2-686/B/6/D/K & 8-2-686/B/M/K, 4th Floor, Road No. 12, Banjara Hills, Near Indian Bank, Hyderabad-500034, Telangana, India with an objective to carry on the business of the company more economically and reduce costs.

Hence it is proposed to establish a corporate office of the company.

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

None of the Directors and their relatives or any key managerial personnel if any and their relatives are concerned or interested either financially or otherwise in the above resolution.

Item No. 7:

Your Board of Directors proposed to sell the following properties of the Company.

1. Commercial Plot at Sy. No. 72 : 0-02 Guntas ; at Sy. No. 73 : 0-18 Guntas (Total 0-20 Guntas) situated at Mallampet Village and Grampanchayat Quthbullapur Mandal, Rangareddy Dist, Telangana.
2. Commercial Premises: situated in First Floor at Ramgopalpet, Secunderabad and
3. Land & Building Located at Sy. No. 114, 115, Railway Station Road, Thimmapur , Dist. Mahbubnagar, Telangana (Land 2 Acres 6 Guntas ; Building : 6218=53 Sq. Mtr)

As per the provisions of section 180(1)(a) of the Company prior approval of members is required for sale , lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company.

Hence the Resolution set out at item No.7 of the notice is put forth for consideration of the members as Special Resolution pursuant to section 180(1)(a) of the Companies Act, 2013.

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.

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Item No.8: To re-appoint Mr. Shyamsundar Jakhotia as an Independent Director.

Mr. Shyamsundar Jakhotia was appointed as an Independent Director of the Company and holds office as an Independent Director of the company upto 31st March, 2019 (first term).

The Nomination and Remuneration Committee on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Shyamsundar Jakhotia as an Independent Director for a second term of 5 (five) consecutive years upto 31st March, 2024 on the Board of the company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Shyamsundar Jakhotia as an Independent Director. It is proposed to re-appoint Mr. Shyam Sundar Jakhotia as an Independent Director of the company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the company.

Mr. Shyamsundar Jakhotia is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The company has also received declaration from Mr. Shyamsundar Jakhotia that he meets the criteria of independence as prescribed both under section 149(6) of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In the opinion of the Board, Mr. Shyamsundar Jakhotia fulfills the conditions specified in the Act and the Rules framed there under for his re-appointment as an Independent Director and is independent of the management.

Except Mr. Shyamsundar Jakhotia, being an 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.

Item No.9: To re-appoint Mr. Kasturi Nagendra Prasad as an Independent Director.

Mr. Kasturi Nagendra Prasad was appointed as an Independent Director of the Company and holds office as an Independent Director of the company upto 31st March, 2019 (first term).

The Nomination and Remuneration Committee on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Kasturi Nagendra Prasad as an Independent Director for a second term of 5 (five) consecutive years upto 31st March, 2024 on the Board of the company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Kasturi Nagendra Prasad as an Independent Director. It is proposed to re-appoint Mr. Kasturi Nagendra Prasad as an Independent Director of the company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the company.

Mr. Kasturi Nagendra Prasad is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013 and has given his consent to act as a Director.

The company has also received declaration from Mr. Kasturi Nagendra Prasad that he meets the criteria of independence as prescribed both under section 149(6) of the Act and under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015.

In the opinion of the Board, Mr. Kasturi Nagendra Prasad fulfills the conditions specified in the Act and the Rules framed there under for his re-appointment as an Independent Director and is independent of the management.

Except Mr. Kasturi Nagendra Prasad, being an 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. 9.

Item No.10: To re-appoint Mr. Simanth Roy Chowdhury as an Independent Director.

Mr. Simanth Roy Chowdhury was appointed as an Independent Director of the Company and holds office as an Independent Director of the company upto 31st March, 2019 (first term).

The Nomination and Remuneration Committee on the basis of the report of performance evaluation, has recommended re-appointment of Mr. Simanth Roy Chowdhury as an Independent Director for a second term of 5 (five) consecutive years upto 31st March, 2024 on the Board of the company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Simanth Roy Chowdhury as an Independent Director. It is proposed to re-appoint Mr. Simanth Roy Chowdhury as an Independent Director of the company, not liable to retire by rotation, for a second term of 5 (five) consecutive years on the Board of the company.