

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:

- 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.
- To Appoint a Director in place of Mr. Rajkumar Inani, who retires by rotation and being eligible offers himself for re-appointment.
- 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:

- 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."

- 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, RAGHAV 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.

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			

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 Jakhotia 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 Jakhotia, 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
Shyamsundar Jakhotia	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 Jakhotia, 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 Jakhotia, 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 Jakhotia	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. ShyamsundarJakhotia 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 Jakhotia Chairman & Independent Director	20,000	28,000	NIL	0.1389

OTHER DISCLOSURES:

There was no increase in remuneration payable to Directors and the number of permanent employees of the company are Sixteen. There was no change in the remuneration paid to the employees during the financial year.

The profit after tax for the financial year ended 31st March, 2015 increased by 218%, however, there is no increase in the remuneration paid to Directors.

The total remuneration paid to Directors was Rs. 27,75,000 against the net profits of the company after tax amounting to Rs. 1,44,95,779. Against the net profits after tax of Rs. 1,44,95,779, Mr. Raj Kumar Inani was paid remuneration of Rs. 10,20,000, Mr. Narayan Inani was paid remuneration of Rs. 10,20,000 and Mr. Anirudh Inani was paid remuneration of Rs. 7,35,000.

There is no employee receiving any remuneration in excess of remuneration paid to any Director. Further the remuneration payable to Directors is as per the remuneration policy of the Board of Directors as recommended by Nomination and Remuneration Committee.

32. ACKNOWLEDGEMENTS

Your Directors place on record their sincere thanks to bankers, business associates, consultants, and various Government Authorities for their continued support extended to your Company activities during the year under review. Your Directors also acknowledge gratefully the shareholders for their support and confidence reposed on your Company.

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

Sd/-

Sd/-

(RAJKUMAR INANI)
Managing Director
(DIN : 00885466)

(NARAYAN INANI)
Executive Director cum CFO
(DIN : 00525403)

Place : Thimmapur
Date : 31.07.2015

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2015

[PURSUANT TO SECTION 92 (3) OF THE COMPANIES ACT, 2013 AND RULE 12(1) OF THE COMPANY (MANAGEMENT & ADMINISTRATION) RULES, 2014]

REGISTRATION & OTHER DETAILS:

i.	CIN	L18100TG1987PLC007769
ii.	Registration Date	11-09-1987
iii.	Name of the Company	Dhanalaxmi Roto Spinners Limited
iv.	Category/Sub-category of the Company	Company limited by Shares
v.	Address of the Registered office & contact details	Survey No.114 & 115, Station Road, Thimmapur, Mahbubnagar Dist, Telangana-509325
vi.	Whether listed company	Yes
vii.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	CIL Securities Limited, 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500 001

II. PRINCIPLE BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/Service	% to total turnover of the Company
1.	Wood Pulp	16	97.8%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES - NIL

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of the Shareholders	No. of Shares held at the beginning of year [As on 31-March-2014]				No. of Shares held at the end of the year [As on 31-March-2015]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	892700	494550	1387250	35.56	1096701	494550	1591251	40.80	5.24
b) Central Govt	0	0	0	0	0	0	0	0	0

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c) State Govt (s)	0	0	0	0	0	0	0	0	0
d) Bodies Corporate	42975	160850	203825	5.23	42975	160850	203825	5.23	0
e) Bank / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
Sub-Total A(1)	935,675	655,400	15,91,075	40.79	11,39,676	655,400	17,95,076	46.02	5.23
2) Foreign									
a) Individuals (NRIs/ Foreign Individuals)	0	0	0	0	0	0	0	0	0
b) Bodies Corporate	0	0	0	0	0	0	0	0	0
c) Others	0	0	0	0	0	0	0	0	0
Sub Total A(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)	935675	655400	1591075	40.79	1139676	655400	1795076	46.02	5.23
B.Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	200	200	0.01	0	200	200	0.01	0
c) Central Govt(s)	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) Fills	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i) Others (Specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B) (1) :-	0	200	200	0.01	0	200	200	0.01	0

DHANALAXMI ROTO SPINNERS LIMITED

2.Non Institutions	0	0	0	0	0	0	0	00	0
a) Bodies Corporate	132391	15300	147691	3.79	135034	15300	150334	3.85	0.06
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal Share Capital upto Rs. 1 lakh	676808	608780	1285588	32.96	697544	603480	1301024	33.36	0.40
ii) Individual shareholders holding nominal Share Capital in excess of Rs. 1 lakh	835846	34900	870746	22.33	618542	34900	653442	16.75	-5.58
c) Others (Specify)									
Non Resident Inians	1224	0	1224	0.03	224	0	224	0.01	-0.02
Overseas Cprporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	3776	0	3776	0.10	0	0	0	0	-0.10
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies	0	0	0	0	0	0	0	0	0
Sub- Total (B)(2):-	16,50,045	6,58,980	23,09,025	59.21	14,51,344	6,53,680	21,05,024	53.97	-5.23
Total Public Shareholding (B)=(B)(1)+ (B)(2)	16,50,045	6,59,180	23,09,225	59.2	14,51,344	6,53,880	21,05,224	53.98	-5.23
C, Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2585720	1314580	3900300	100	2591020	1309280	3900300	100	

DHANALAXMI ROTO SPINNERS LIMITED

ii) Shareholding of Promoters :

S. No.	Shareholder Name	Shareholding at the beginning of the year 01 st April 2014			Shareholding at the end of the year 31 st March 2015			% Change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Ranganath Enterprises Pvt. Ltd.	122300	3.14%	0	122300	3.14%	0	0%
2	Anirudh Inani	112000	2.87%	0	112000	2.87%	0	0%
3	Rajakumar Inani	110000	2.82%	0	110000	2.82%	0	0%
4	Shrigopal Inani	60000	1.54%	0	65691	1.68%	0	0.14%
5	Nathi Bai Inani	60000	1.54%	0	60000	1.54%	0	0%
6	Narayan Inani	49100	1.26%	0	80000	2.05%	0	0.79%
7	Srigopal Inani	44000	1.13%	0	60000	1.54%	0	0.41%
8	Srigopal Inani	43691	1.12%	0	59000	1.51%	0	0.39%
9	Ranganath Enterprises Pvt. Ltd.	42975	1.10%	0	42975	1.10%	0	0.00%
10	Rajakumar Inani	42800	1.10%	0	50492	1.29%	0	0.19%
11	Omprakash Mundada	40000	1.03%	0	40000	1.03%	0	0%
12	Srigopal Inani	39081	1.00%	0	30001	0.77%	0	-0.23%
13	Narayan Inani	39000	1.00%	0	25000	0.64%	0	0.36%
14	Rajakumar Inani	28492	0.73%	0	64800	1.66%	0	0.93%
15	Inani Constructions & Threaters P.LTD	25150	0.64%	0	25150	0.64%	0	0%
16	Inani Keshav	25075	0.64%	0	25075	0.64%	0	0%
17	Narayan Inani	25000	0.64%	0	71100	1.82%	0	1.18%
18	Srigopal Inani(HUF)	23235	0.60%	0	23235	0.60%	0	0%
19	Champa Devi Inani	23200	0.59%	0	23200	0.59%	0	0%
20	Keshav Inani	21500	0.55%	0	36500	0.94%	0	0.39%

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21	Anirudh Inani	20409	0.52%	0	20409	0.52%	0	0%
22	Narayan Inani(HUF)	20000	0.51%	0	20000	0.51%	0	0%
23	Rajakumar Inani(HUF)	20000	0.51%	0	20000	0.51%	0	0%
24	Sangita Inani	20000	0.51%	0	20000	0.51%	0	0%
25	Divaya Inani	20000	0.51%	0	20000	0.51%	0	0%
26	Jayashree Inani	20000	0.51%	0	20000	0.51%	0	0%
27	Anirudh Inani	20000	0.51%	0	20000	0.51%	0	0%
28	Narayan Inani	20000	0.51%	0	20000	0.51%	0	0%
29	Rajakumar Inani	19864	0.51%	0	19864	0.51%	0	0%
30	Divya Inani	16565	0.42%	0	16565	0.42%	0	0%
31	Srigopal Inani	15693	0.40%	0	15693	0.40%	0	0%
32	Anirudh Inani	15500	0.40%	0	15500	0.40%	0	0%
33	Anirudh Inani	14445	0.37%	0	14445	0.37%	0	0%
34	I Rajkumar	14400	0.37%	0	14400	0.37%	0	0%
35	I Lakshmi kanth	14100	0.36%	0	14100	0.36%	0	0%
36	Inani Construction & Threaters Pvt Ltd.	13400	0.34%	0	13400	0.34%	0	0%
37	T Sri kanth	12600	0.32%	0	12600	0.32%	0	0%
38	Rajakumar Inani	12000	0.31%	0	12000	0.31%	0	0%
39	Srigopal Inani	12000	0.31%	0	12000	0.31%	0	0%
40	Narayan Inani	12000	0.31%	0	12000	0.31%	0	0%
41	I Shrigopal	11200	0.29%	0	11200	0.29%	0	0%
42	Kedarnath Sarada	10600	0.27%	0	10600	0.27%	0	0%
43	Naryan Srigopal Inani(HUF)	10500	0.27%	0	10500	0.27%	0	0%
44	I Vishnu kanth	10400	0.27%	0	10400	0.27%	0	0%
45	Srigopal Lakshmi Kanta Rajkumar	10000	0.26%	0	10000	0.26%	0	0%

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46	Srigopal Inani	10000	0.26%	0	10000	0.26%	0	0%
47	Srigopal Lakshmi Kanta Narayan(HUF)	10000	0.26%	0	10000	0.26%	0	0%
48	Narayan Inani	10000	0.26%	0	10000	0.26%	0	0%
49	Jayakumar Bangad	10000	0.26%	0	10000	0.26%	0	0%
50	Lakshmi Kanta Rajkumar Inani (HUF)	10000	0.26%	0	10000	0.26%	0	0%
51	Lakshmi KantaNarayan Inani (HUF)	10000	0.26%	0	10000	0.26%	0	0%
52	Lakshmi Kanta Rajkumar Narayan	10000	0.26%	0	10000	0.26%	0	0%
53	Gopi Krishna Bangad	9700	0.25%	0	9700	0.25%	0	0%
54	Sangita Inani	8850	0.23%	0	8850	0.23%	0	0%
55	I Venugopal	8500	0.22%	0	8500	0.22%	0	0%
56	I Rama Kanth	7700	0.20%	0	7700	0.20%	0	0%
57	I Anirudh	6000	0.15%	0	6000	0.15%	0	0%
58	I Pramila Devi	5700	0.15%	0	5700	0.15%	0	0%
59	I Lashmi kanta	5600	0.14%	0	5600	0.14%	0	0
60	I Narayan	5500	0.14%	0	5500	0.14%	0	0%
61	Lalita Inani	5000	0.13%	0	5000	0.13%	0	0%
62	Maheshwari Madhu	5000	0.13%	0	5000	0.13%	0	0%
63	Kailash Chand Kabra	5000	0.13%	0	5000	0.13%	0	0%
64	I Anita	4800	0.12%	0	4800	0.12%	0	0%
65	Jayashree Inani	4500	0.12%	0	4500	0.12%	0	0%
66	Dinesh Murlidhar Inani	4400	0.11%	0	4400	0.11%	0	0%
67	Kailash Narayan Bhangadia	4100	0.11%	0	4100	0.11%	0	0%
68	I Sri Kumar	3300	0.08%	0	3300	0.08%	0	0%
69	Ramkanya Devi	2600	0.07%	0	2600	0.07%	0	0%

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70	Bhangadia Kailash	2600	0.07%	0	2600	0.07%	0	0%
71	Ankalu Tirumala Konda	2500	0.06%	0	2500	0.06%	0	0%
72	Gandikota malyadri	2500	0.06%	0	2500	0.06%	0	0%
73	Jaya Prakash Pallod	2500	0.06%	0	2500	0.06%	0	0%
74	Damodar Baldwa	2500	0.06%	0	2500	0.06%	0	0%
75	Vishnu Kant Rathi	2500	0.06%	0	2500	0.06%	0	0%
76	Navnith Darak	2500	0.06%	0	2500	0.06%	0	0%
77	Murlidhar Inani	2500	0.06%	0	2500	0.06%	0	0%
78	Nandkishore Rathi	2500	0.06%	0	2500	0.06%	0	0%
79	Yerriboina Venkateswar Rao	2500	0.06%	0	2500	0.06%	0	0%
80	Mukesh Kumar Bhattad	2500	0.06%	0	2500	0.06%	0	0%
81	GeetaDevi Nathmal Inani	2500	0.06%	0	2500	0.06%	0	0%
82	Shailesh Jain	2500	0.06%	0	2500	0.06%	0	0%
83	Shyam Bihari Kabra	2500	0.06%	0	2500	0.06%	0	0%
84	Sarala Jaju	1900	0.05%	0	1900	0.05%	0	0%
85	Kamal Kishore Kankani	1500	0.04%	0	1500	0.04%	0	0%
86	G Ram chander	1500	0.04%	0	1500	0.04%	0	0%
87	V S Jajoo	1500	0.04%	0	1500	0.04%	0	0%
88	S S Rao	1500	0.04%	0	1500	0.04%	0	0%
89	Ratanlal Sharma	1500	0.04%	0	1500	0.04%	0	0%
90	Anil Mundra	1500	0.04%	0	1500	0.04%	0	0%
91	Ridhkaran Chowdhary	1500	0.04%	0	1500	0.04%	0	0%
92	K N Prasad	1500	0.04%	0	1500	0.04%	0	0%
93	A Sangappa	1500	0.04%	0	1500	0.04%	0	0%
94	N Prabhakar	1500	0.04%	0	1500	0.04%	0	0%

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95	Tara Shrikant Kabra	1300	0.03%	0	1300	0.03%	0	0%
96	Nathmalji Bang	1300	0.03%	0	1300	0.03%	0	0%
97	Srinivas Rao T	1000	0.03%	0	1000	0.03%	0	0%
98	Meera Bangad	1000	0.03%	0	1000	0.03%	0	0%
99	Anil Upadhyay	1000	0.03%	0	1000	0.03%	0	0%
100	Bankatlal Vyas	900	0.02%	0	900	0.02%	0	0%
101	Bansidhar Vyas	500	0.01%	0	500	0.01%	0	0%
102	Krishna Ram Didel	500	0.01%	0	500	0.01%	0	0%
103	Ram Prasad Ojha	500	0.01%	0	500	0.01%	0	0%
104	Murliidhar Sarda	500	0.01%	0	500	0.01%	0	0%
105	Bhanwarlal Asawa	500	0.01%	0	500	0.01%	0	0%
106	Lalaram Jat	500	0.01%	0	500	0.01%	0	0%
107	Satya narayan Didel	500	0.01%	0	500	0.01%	0	0%
108	Mangilal Bajaj	300	0.01%	0	300	0.01%	0	0%
109	Nathmal Vyas	250	0.01%	0	250	0.01%	0	0%

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iii) Change in Promoters 'Shareholding :

S. No.	Name of the Promoter	Shareholding at the beginning of the year 01 st April 2014		Date of increase / decrease	increase / decrease in share holding	Reason of increase/decrease such as allotment/ transfer/ bonus/ sweat equity etc	Cumulative Shareholding during the year (01 st April 2014 to 31 st March 2015)		At the end of 31 st March 2015	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Ranganath Enterprises Pvt. Ltd.	122300	3.14%	NA	NA	NA	122300	3.14%	122300	3.14%
2	Anirudh Inani	112000	2.87%	NA	NA	NA	112000	2.87%	112000	2.87%
3	Rajakumar Inai	110000	2.82%	NA	NA	NA	110000	2.82%	110000	2.82%
4	Narayan Inani	39000	1.00%	20-03-2015 31-03-2015	26000 15000	purchase	65000 80000	1.67% 2.05%	80000	2.05%
5	Narayan Inani	49100	1.26%	20-03-2015	22000	purchase	71100	1.82%	71100	1.82%
6	Srigopal Inani	43691	1.12%	20-03-2015	22000	purchase	65691	1.68%	65691	1.68%
7	Rajkumar Inani	42800	1.10%	20-03-2015	22000	purchase	64800	1.66%	64800	1.66%
8	Nathi Bai Inani	60000	1.54%	NA	NA	NA	60000	1.54%	60000	1.54%
9	Shrigopal Inani	60000	1.54%	NA	NA	NA	60000	1.54%	60000	1.54%
10	Srigopal Inani	44000	1.13%	31-03-2015	15000	purchase	59000	1.51%	59000	1.51%
11	Rajkumar Inani	28492	0.73%	20-03-2015	22000	purchase	50492	1.29%	50492	1.29%
12	Ranganath Enterprises Pvt Ltd.	42975	1.10%	NA	NA	NA	42975	1.10%	42975	1.10%
13	Omprakash Mundada	40000	1.03%	NA	NA	NA	40000	1.03%	40000	1.03%
14	Inani Constructions & Threaters Pvt Ltd.	25150	0.64%	NA	NA	NA	25150	0.64%	25150	0.64%

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15	Inani Keshav	0	0.00%	27-06-2014	25075	purchase	25075	0.64%	25075	0.64%
16	Narayan Inani (diff folio no)	25000	0.64%	NA	NA	NA	25000	0.64%	25000	0.64%
17	Srigopal Inani(HUF)	23235	0.60%	NA	NA	NA	23235	0.60%	23235	0.60%
18	Champa Devi Inani	23200	0.59%	NA	NA	NA	23200	0.59%	23200	0.59%
19	Anirudh Inani	20000	0.51%	NA	NA	NA	20000	0.51%	20000	0.51%
20	Sangita Inani	20000	0.51%	NA	NA	NA	20000	0.51%	20000	0.51%
21	Narayan Inani(HUF)	20000	0.51%	NA	NA	NA	20000	0.51%	20000	0.51%
22	Rajkumar Inani(HUF)	20000	0.51%	NA	NA	NA	20000	0.51%	20000	0.51%
23	Divya Inani	20000	0.51%	NA	NA	NA	20000	0.51%	20000	0.51%

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iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	Name of the Share holder	Shareholding at the beginning of the year 01 st April 2014		Date of increase / decrease	increase / decrease in share holding	Reason of increase/decrease such as allotment/transfer/bonus/sweat equity etc	Cumulative Shareholding during the of the year (01 st April 2014 to 31 st March 2015)		At the end of 31 st March 2015	
		No. of Shares	% of total Shares of the comp any				No. of Shares	% of total Shares of the comp any	No. of Shares	% of total Shares of the comp any
1	Manish Jain	81987	2.10%	28/11/2014	78	Sale	81909	2.10%		
				20-03-2015	200	Sale	81709	2.09%		
				31-03-2015	209	Sale	81500	2.09%	81500	2.09%
2	Gopal Das Maundra	77871	2.00%	27-03-2015	77871	Sale	0	0	0	0%
3	Pushpa Jain	68350	1.75%	20-03-2015	33	Sale	68317	1.75%	68317	1.75%
4	Jaynarayan Sharma	67900	1.74%	NA	NA	NA	67900	1.74%	67900	1.74%
5	Vikram Kumar Jain	39000	1.00%	27-03-2015	27871	Purchase	66871	1.71%	66871	1.71%
6	Narayan appa AVDA	65797	1.69%	20-03-2015	23000	Sale	42797	1.09%	42797	1.09%
				27-03-2015	97	Sale	42700	1.09%	42700	1.09%
				31-03-2015	32000	Sale	10700	0.27%	10700	0.27%
7	Inani Securities Ltd	0	0.00%	27-03-2015	58000	Purchase	58000	1.48%		
				31-03-2015	58000	Sale	0	0	0	0
8	Srikanta Chandak	57000	1.46%	27-03-2015	7150	Sale	49850	1.28%	49850	1.28%
9	Rekha Kumari Jain	53500	1.37%	NA	NA	NA	53500	1.37%	53500	1.37%
10	Shanta Chandak	45500	1.17%	NA	NA	NA	45500	1.17%	45500	1.17%

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11	Hanuman Baji Singaraju	43168	1.11%	27-03-2015	43168	Sale	0	0.00%	0	0.00%
12	Karmangha Securities Pvt. Ltd.	40100	1.03%	NA	N.A	N.A	40100	1.03%	40100	1.03%
13	Vimal P Khandwala	24500	0.63%	NA	NA	NA	24500	0.63%	24500	0.63%
14	Jyothi Shah	10400	0.27%	NA	NA	NA	10400	0.27%	10400	0.27%
15	Raja Shree Invest & Sec Pvt. Ltd.	8600	0.22%	NA	NA	NA	8600	0.22%	8600	0.22%
16	Arjun Singh	6800	0.17%	NA	NA	NA	6800	0.17%	6800	0.17%
17	Sriniva sully V	5900	0.15%	NA	NA	NA	5900	0.15%	5900	0.15%
18	Devakaran Sharma	5800	0.15%	NA	NA	NA	5800	0.15%	5800	0.15%
19	Krishnaram Didel	5700	0.15%	NA	NA	NA	5700	0.15%	5700	0.15%
20	Subra manyam	5700	0.15%	NA	NA	NA	5700	0.15%	5700	0.15%
21	Anita Inani	5500	0.14%	NA	NA	NA	5500	0.15%	5500	0.15%
22	Sailoo	5500	0.14%	NA	NA	NA	5500	0.15%	5500	0.15%

DHANALAXMI ROTO SPINNERS LIMITED

v) Shareholding of Directors and Key Managerial Personnel :

S. No.	Name of the Director/ KMP	Shareholding at the beginning of the year 01 April 2014		Date of increase / decrease	increase / decrease in share holding	Reason of increase/ decrease such as allotment/ transfer/ bonus/ sweat equity etc	Cumulative Shareholding during the year (01 st April 2014 to 31 st March 2015)		At the end of 31 st March 2015			
		No. of Shares	% of total Shares of the comp any				No. of Shares	% of total Shares of the comp any	No. of Shares	% of total Shares of the comp any		
1	Anirudh Inani	167945	4.30%	....	....	....	....	....	....	167945	4.30%
2	Rajkumar Inani	136400	3.50%	....	....	....	....	....	....	136400	3.50%
3	Narayan Inani	72500	1.86%	....	....	....	....	....	....	72500	1.86%
4	Simanthroy Chowdhury	91000	2.33%	27/3/2015	(-44000)	by share transfer	47000	1.20%	47000	1.20%	47000	1.20%
5	K.N . Prasad	35000	0.90%	....	....	....	....	....	....	35000	0.90%
6	Shyam Sundar Jakhota	....	....	....	....	....	....	....	....	....	....
7	Natasha Inani	26904	0.69%	....	....	....	....	....	....	26904	0.69%

V) INDEBTEDNESS - Indebtedness of the Company including interest outstanding/ accrued but not due for payment.

	Secured Loans excluding deposits Rs.	Unsecured Loans Rs.	Deposits Rs.	Total Indebtedness Rs.
Indebtedness at the beginning of the financial year				
i) Principal Amount	10361884	-	-	10361884
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	10361884	-	-	10361884
Change in Indebtedness during the financial year				
* Addition	193458	-	9666662	9860120
* Reduction	6718189	-	-	6718189
Net Change	6524730	-	9666662	3141932
Indebtedness at the end of the financial year				
i) Principal Amount	3837154	-	9666662	13503816
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	3837154	-	9666662	13503816

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
Amount in Rs.

S No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Narayan Inani Executive Director cum CFO	Rajkumar Inani Managing Director	Anirudh Inani Whole Time Director	
1	Gross Salary : (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1020000	1020000	735000	2775000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--
4	Commission a. as % of profit b. others, specify	--	--	--	--
5	Others, please specify	--	--	--	--
	Total (A)	1020000	1020000	735000	2775000

B Remuneration to other Directors

Amount in Rs.

S No.	Particulars of Remuneration	Name of Director				Total Amount
		K.N. Prasad	Simanth Roy Chowdhury	Shyam Sunder Jakhotia	Natasha Inani	
1	Independent Directors					
	Fee for attending Board and committee meetings	20000	20000	20000	....	60000
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (1)	20000	20000	20000	--	60000
2	Other Non-Executive Directors	--	--	--	--	--
	Fee for attending Board and committee meetings	--	--	--	4000	4000
	Commission	--	--	--	--	--
	Others, please specify	--	--	--	--	--
	Total (2)	--	--	--	4000	4000
	Total (B)=(1+2)	20000	20000	20000	4000	64000

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD
Amount in Rs.

S. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
	Name and Designation				
	Gross salary	...	...	...	...
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	...	...	...	...
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	...	...	...	...
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	...	...	...	...
2	Stock Option	...	...	...	...
3	Sweat Equity				
4	Commission a) as % of profit b) others, specify	...	...	...	...
5	Others, please specify	...	...	...	...
	Total	...	...	...	...

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty /Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give details)
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

By Order of the Board

For DHANALAXMI ROTO SPINNERS LIMITED

Sd/-

Sd/-

Place: Thimmapur
Date: 31/07/2015NARAYAN INANI
Executive Director cum CFO
(DIN: 00525403)RAJKUMAR INANI
Managing Director
(DIN: 00885466)

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis - NIL

SL. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	Nil
2.	Nature of contracts/arrangements/transaction	Nil
3.	Duration of the contracts/arrangements/transaction	Nil
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
5.	Justification for entering into such contracts or arrangements or transactions'	Nil
6.	Date of approval by the Board	Nil
7.	Amount paid as advances, if any	Nil
8.	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	Nil

2. Details of contracts or arrangements or transactions at Arm's length basis.

S. No.	Particulars					
1.	Name (s) of the related party & nature of relationship	Mrs. Natasha Inani, Spouse of Mr. Anirudh Inani, Director of the Company	Divya Inani Spouse of Mr. Rajkumar Inani Director of the Company	Sangita Inani Spouse of Mr. Narayan Inani Director of the Company	Sri Gopal Inani, Father of Mr. Rajkumar Inani, Mr. Narayan Inani and Mr. Anirudh Inani Directors of the Company	Keshav Inani, Son of Mr. Rajkumar Inani, Director of the Company
2.	Nature of contracts/ arrangements/ transactions	Payment of remuneration	Payment of remuneration	Payment of remuneration	Payment of remuneration	Payment of remuneration
3.	Duration of the contracts/ arrangements/ transactions	Monthly remuneration Rs.20,000 per month reviewed by the Board of Directors from time to time.	Monthly remuneration Rs.20,000 per month reviewed by the Board of Directors from time to time.	Monthly remuneration Rs.20,000 per month reviewed by the Board of Directors from time to time.	Monthly remuneration Rs.20,000 per month reviewed by the Board of Directors from time to time.	Monthly remuneration Rs.10,000 per month reviewed by the Board of Directors from time to time.
4.	Salient terms of the contracts or arrangements/ transactions including the value, if any	....	....	....	....	....
5.	Date of approval by the Board	30/05/2014	30/05/2014	30/05/2014	30/05/2014	30/05/2014
6.	Amount incurred during the year	2,26,000	2,40,000	2,40,000	2,40,000	1,20,000

By Order of the Board

For DHANALAXMI ROTO SPINNERS LIMITED

Sd/-

Sd/-

**Place: Thimmapur
Date: 31/07/2015**

**NARAYAN INANI
Executive Director cum CFO
(DIN: 00525403)**

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

Form No. MR - 3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31-03-2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To
The Members
M/s. DHANALAXMI ROTO SPINNERS LIMITED
Sy.No.114 & 115, Thimmapur-509325,

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **DHANALAXMI ROTO SPINNERS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **DHANALAXMI ROTO SPINNERS LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, We hereby report that in our opinion, the company has, during the audit period covering the Financial Year ended on 31/03/2015, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **DHANALAXMI ROTO SPINNERS LIMITED** for the financial year ended on 31/03/2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period)**;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee

Benefits) Regulations, 2014 **(Not applicable to the Company during the Audit Period)**

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the Audit Period);
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client.
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period)**; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit Period)**;

We further report that, having regard to the compliance system prevailing in the Company and based on the representations made by the Company and our examination of the relevant documents and records in pursuance thereof, there were no other laws applicable specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India **(Not notified hence not applicable to the Company during the audit period)**.
- (ii) The Listing Agreements entered into by the Company with BSE Stock Exchange (s).

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company has complied with the provisions of the Section 91 of the Companies Act, 2013 except for giving of notice by way of advertisement in news papers as prescribed under rule 10 of Companies (Management and Administration) Rules, 2014 read with section 91 of the Companies Act, 2013.
2. The company has not appointed Company Secretary as Key Managerial Personnel as required under section 203 of the Companies Act, 2013 and as compliance officer as required under clause 47 of the Listing Agreement.
3. The Company has not provided e-voting facility to its shareholders for passing of resolution at the previous Annual General Meeting of the company as required under Clause 35B of the Listing agreement
4. The Company has complied with the Regulation of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, except for submission of continual disclosures as required under the said regulations.
5. The Company has complied with the regulations of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, except such disclosures as required to be made under the said regulations.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings as represented by the Management are carried out unanimously and are recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period there were no specific events / actions having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

**For Manjeet Bucha & Associates
Company Secretaries**

**Place: Thimmapur
Date: 31/07/2015**

**(Manjeet Bucha)
(M. No:15686)
(CP No. 4589)**

This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure - A

To,

The Members,
M/s.DHANALAXMI ROTO SPINNERS LIMITED
Sy.No.114 & 115, Thimmapur-509325,
Mahaboobnagar District, Telangana

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For Manjeet Bucha & Associates
Company Secretaries**

**Place: Thimmapur
Date: 31/07/2015**

**(Manjeet Bucha)
(M. No:15686)
(CP No. 4589)**

INDEPENDENT AUDITORS' REPORT

To
The Members of
Dhanalaxmi Roto Spinners Limited

Report on the Financial Statements

We have audited the accompanying Financial Statements of **Dhanalaxmi Roto Spinners Limited** which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2015 and its profit and loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure, a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts in respect of which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

Annexure referred to in paragraph 1 under the heading of “Report on Other Legal and Regulatory Requirements” of our report dated 30/05/2015 to the members of Dhanalaxmi Roto Spinners Limited on the financial statements for the year ended 31st March, 2015

- (i)
- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The company has a regular program of verifying fixed assets every year which, in our opinion, is reasonable having regard to the size of the company and nature of its assets. All Fixed assets have been physically verified by the management during the year. As informed, discrepancies noticed on such verification were not material and have been properly dealt with in the books of account.
- (ii)
- (a) The Company has conducted physical verification of inventories at reasonable intervals.
- (b) The procedures followed for physical verification of inventories by the management were reasonable and adequate in relation to the size of the company and nature of its business.
- (c) The company is maintaining proper records of inventory and the differences noticed on physical verification, which were not material, have been properly dealt with in the books of account.
- (iii) The company has not granted loans to parties covered under Sec 189 register, hence Clause (a) & (b) of point 3 is not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there is an internal control system with regard to the purchase of inventory, fixed assets and sale of goods and services commensurate with the size of the Company and the nature of its business. On the basis of our examination and according to the information and explanations given to us, there is no continuing failure to correct major weaknesses in the aforesaid internal control system.
- (v) The Company has not accepted any deposits from the public hence the directives issued by the Reserve Bank of India and the provision of Section 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder are not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 in respect of services carried out by the Company.
- (vii)
- (a) According to the information and explanations given to us and the records of the Company examined by us, the Company has generally been regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it with the appropriate authorities. According to the information and explanation

- given to us and the records of the Company examined by us, no undisputed amounts payable in respect of provident fund, employees' state insurance, Income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues were in arrears, as at 31st March 2015 for a period of more than six months from the date they became payable.
- (b) There are no dues relating to income tax / sales tax / wealth tax / service tax / duty of customs / duty of excise / value added tax / cess, which have not been deposited on account of disputes with the related authorities .
- (c) There are no amounts which require to be transferred to Investor Education and Protection Fund in accordance with the provisions of the Act and the rules made thereunder.
- (viii) The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the current financial year or in the immediately preceding financial year.
- (ix) Based on our audit procedure and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to financial institutions, banks or debenture holders.
- (x) According to the information and explanations given to us, the company has not given any guarantee during the year for loans taken by others from banks or financial institutions.
- (xi) In our opinion and according to the information and explanations given to us, the company has applied the term loans for the purpose for which it was obtained.
- (xii) Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the year ended 31st March 2015.

For **G.D. UPADHYAY & CO.**
Chartered Accountants
Firm Regd No.05834S

Sd/-

G.D. UPADHYAY
Partner

Membership No.27187

Place: Hyderabad

Date : 30.05.2015

BALANCE SHEET AS AT 31ST MARCH, 2015

(Amount in Rupees)

Particulars	Note No.	As At 31st March, 2015	As At 31st March, 2014
I. EQUITY AND LIABILITIES			
1) Share Holders' Funds :			
a) Share Capital	3	3,90,03,000	3,90,03,000
b) Reserves and Surplus	4	4,23,04,335	2,77,51,251
2) Non-Current Liabilities			
a) Long-Term Borrowings	5	1,02,59,660	7,17,827
b) Deferred Tax Liabilities (Net)	6	12,20,415	11,39,550
3) Current Liabilities			
a) Short-Term Borrowings	7	22,69,327	89,87,516
b) Trade Payables	8	7,86,88,116	9,34,86,686
c) Other Current Liabilities	9	53,90,923	32,63,916
d) Short-Term Provisions	10	64,22,789	7,24,719
Total Equity & Liabilities		18,55,58,565	17,50,74,465
II. ASSETS			
1) Non-Current Assets :			
a) Fixed Assets :			
i) Tangible Assets	11	3,16,52,417	1,76,91,458
ii) Intangible Assets	11	30,342	30,736
b) Non Current Investments	12	24,97,526	8,96,811
c) Long Term Loans and Advances	13	1,34,47,606	2,75,26,764
2) Current Assets			
a) Inventories	14	54,42,418	34,70,914
b) Trade Receivables	15	7,09,60,900	6,69,94,644
c) Cash and Cash Equivalents	16	5,75,01,807	5,38,99,026
d) Short-Term Loans and Advances	17	40,25,549	45,64,112
Total Assets		18,55,58,565	17,50,74,465
Significant Accounting Policies and Notes on Financial Statements	1 to 25		

Notes referred to above attached there to form an integral part of Balance Sheet. As per our report of even date

For **G.D. UPADHYAY & CO.**
Chartered Accountants
Firm Regd No.05834S

Sd/-
(G.D. UPADHYAY)
Partner
Membership No.027187

For and on behalf of the Board

Sd/-
(RAJKUMAR INANI)
Managing Director
(DIN:00885466)

Sd/-
(NARAYAN INANI)
Executive Director cum CFO
(DIN:00525403)
Place: Thimmapur

Date : 30.05.2015

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2015

(Amount in Rupees)

Sr. No.	Particulars	Note No.	As At 31st March, 2015	As At 31st March, 2014
	Income :			
I	Revenue from operations	18	45,49,66,400	39,72,13,549
II	Other Income	19	80,01,848	52,32,359
III	Total Revenue (I + II)		46,29,68,248	40,24,45,908
IV	Expenses:			
	Purchases & its related expenses		40,58,03,788	35,79,69,209
	Changes in Inventories of Finished Goods and Stock-in-Trade	20	(19,71,504)	8,18,881
	Employee Benefits Expenses	21	55,84,227	59,30,976
	Financial Costs	22	51,69,844	41,13,102
	Depreciation & Amortization Expenses	23	22,56,697	14,53,121
	Other Administrative Expenses	24	2,36,89,590	2,55,74,680
	Total Expenses (IV)		44,05,32,642	39,58,59,969
V	Profit Before exceptional, extraordinary items & tax	(III - IV)	2,24,35,606	65,85,939
VI	Exceptional Items			
	Profit/(Loss) on Sale of Assets		-	(73,245)
	Prior period Adjustments		1,33,962	50,240
VII	Profit before Tax	(V - VI)	2,23,01,644	64,62,454
VIII	Tax expenses:			
	(1) Current Tax		77,90,927	19,72,254
	(2) Deferred Tax		14,938	(63,261)
IX	Profit for the year	(VII - VIII)	1,44,95,779	45,53,461
X	Earnings per equity share of face value of Rs. 10/- each :			
	(1) Basic		3.72	1.17
	(2) Diluted		3.72	1.17
	Significant Accounting Policies and notes on Financial Statements	1 to 25		

Notes referred to above attached there to form an integral part of Balance Sheet. As per our report of even date

For **G.D. UPADHYAY & CO.**
Chartered Accountants
Firm Regd No.05834S

Sd/-
(G.D. UPADHYAY)
Partner
Membership No.027187

For and on behalf of the Board

Sd/-
(RAJKUMAR INANI)
Managing Director
(DIN:00885466)

Sd/-
(NARAYAN INANI)
Executive Director cum CFO
(DIN:00525403)
Place: Thimmapur

Date : 30.05.2015

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

(Amount in Rupees)

	Year Ended	
	31.3.2015	31.3.2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
a) NET PROFIT / (LOSS) BEFORE TAX AS PER STATEMENT OF PROFIT AND LOSS	2,23,01,645	64,62,454
Adjustments for :		
Depreciation	22,56,697	14,53,121
(Profit)/Loss on Investments and Transaction of Securities and Commodities	-	(2,75,040)
Other Income and Rent	(16,87,638)	(6,82,120)
Interest Expenses	51,69,844	41,13,102
Prior Period Adjustments	1,33,962	50,240
Live Stock Written off	4,550	-
b) OPERATING PROFIT / (LOSS) BEFORE WORKING CAPITAL CHANGES	2,81,79,060	1,11,21,757
Adjustments for :		
Trade Receivables	(39,66,256)	(2,49,15,898)
Inventories	(19,71,504)	8,18,881
Trade and Other Payables	(1,26,71,563)	5,49,91,425
Cash generated from Operations	95,69,737	4,20,16,165
Taxes Paid (Net)	(21,82,982)	(12,23,141)
c) CASH FLOW BEFORE EXTRAORDINARY ITEM	73,86,755	4,07,93,024
Prior Year Adjustments	(1,33,962)	(50,240)
NET CASH FLOW FROM OPERATING ACTIVITIES (A) :	72,52,793	4,07,42,784
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(1,60,08,456)	(30,80,181)
Sale of Fixed Assets	-	3,00,000
Profit/(Loss) on Investments and Transaction of Shares, Securities and Commodities	-	2,75,040
Movement in Loans & Advances	1,46,17,721	(22,05,993)
Movement in Non Current Investments	(16,00,715)	-
Other Income and Rent	16,87,638	6,82,120
NET CASH FLOW/ (USED) IN INVESTING ACTIVITIES (B) :	(13,03,812)	(40,29,014)

(Amount in Rupees)

	Year Ended	
	31.3.2015	31.3.2014
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Borrowings /(Repayment of loan)	95,41,833	(6,56,543)
Short Term Borrowings	(67,18,189)	33,86,374
Interest Paid	(51,69,844)	(41,13,102)
Net Cash Flow from Financing Activities (C) :	(23,46,199)	(13,83,271)
D. NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A+B+C)	36,02,782	3,53,30,498
Cash and Cash equivalents at the beginning of the year	5,38,99,026	1,85,68,528
Cash and Cash equivalent at the end of the year	5,75,01,808	5,38,99,026

This is the Cash Flow Statement referred to in our report of even date

We have verified the above Cash Flow Statement of M/s. **Dhanalaxmi Roto Spinnners Limited** derived from the Audited Financial Statements for the year ended 31st March, 2015 and found the same to be drawn in accordance therewith and also with the requirements of Clause 32 of the Listing Agreement with the Stock Exchanges.

For **G.D. UPADHYAY & CO.**
Chartered Accountants
Firm Regd No.05834S

For and on behalf of the Board

Sd/-

(G.D. UPADHYAY)
Partner
Membership No.027187

Sd/-

(RAJKUMAR INANI)
Managing Director
(DIN:00885466)

Sd/-

(NARAYAN INANI)
Executive Director cum CFO
(DIN:00525403)

Place : Thimmapur

Date : 30.05.2015

Notes on Financial Statements:**1. General Information :**

Dhanalaxmi Roto Spinners limited is mainly engaged in trading activity in the line of textiles, paper, cotton seed and wood pulp market. The company is trying to improve on small beginning made in last couple of years in commodity trading and exports. The company is a public listed company listed on the Bombay Stock Exchange.

2. SIGNIFICANT ACCOUNTING POLICIES :**i. Basis of preparation of financial statements:**

The accompanying financial statements are prepared under the historical cost convention in accordance with the Indian Generally Accepted Accounting Principles ("GAAP") comprising the mandatory accounting standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 2013, on accrual basis. These accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted by the company.

ii. Use of Estimates:

The presentation of financial statements in conformity with the generally accepted principles requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual result and estimates are recognized in the period in which the results are known/materialized.

iii. Fixed Assets :

All Fixed Assets are stated at cost of acquisition, less accumulated depreciation. Cost is inclusive of freight, installation cost, duties, taxes and other direct incidental expenses.

Subsequent expenditure relating to an item of fixed asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance

Intangible assets are stated at cost of acquisition, net of accumulated amortization and accumulated impairment loss if any. Intangible assets are amortised on straight line basis over their estimated useful lives.

iv. Capital Work-in-progress

Capital Work-in-progress is carried at cost, comprising direct cost and related incidental expenses.

v. Depreciation:

Depreciation has been provided on straight line method on pro-rata basis at the rates prescribed in Schedule II of the Companies Act, 2013.

vi. Impairment:

The carrying amount of assets is reviewed at each balance sheet date for any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset materially exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

vii. Foreign Currency Transactions:

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that approximate the actual rate at the date of the transaction.

Monetary items denoted in foreign currencies at the year end are restated at year end rates.

Non monetary items are carried at cost.

viii. Investments:**Quoted Investments:**

Investments are valued at cost. No provision is made for the temporary decrease in the value of the long term investments

Unquoted Investments: In the opinion of the management Investment in the Unquoted Investment in Associates and other Companies are of Long Term nature meant to be held permanently and any diminution in the latest available book value as compared to the cost of such shares is considered temporary by the management and hence not provided (not ascertained)

ix. Inventories:

Inventories are valued at lower of cost and net realizable value whichever is lower.

x. Revenue Recognition :

Revenue from sale of goods and services rendered is recognized upon passage of title and rendering of services.

xi. Dividend:

Income from Dividend is recognized as and when received.

xii. Financial Derivatives and Commodity Hedging Transactions:

In respect of derivative contracts, premium paid gain/losses on settlement and losses on restatement are recognized in the Profit and Loss account.

xiii. Employee Benefits :**a) Short term employee benefits :**

Employee Benefits such as salaries, allowances, and non-monetary benefits which fall due for payment within a period of twelve months after rendering of services, are charged as expense to the profit and loss account in the period in which the service is rendered.

b) Post- employment benefits :

No provision has been made towards retirement benefits as in the opinion of the board; none of the employees are eligible for the same.

xiv. Taxation :

Tax expense comprises of current and deferred. Current Tax is measured at the amount expected to be paid to the tax authorities in accordance with the Indian Income Tax Act, 1961. Provision for current tax is made on the basis of Taxable Income of the Current Accounting Year in accordance with Income Tax Act, 1961.

Deferred Tax is recognized for all the timing differences. The Company is providing and recognizing deferred tax on timing differences between taxable income and accounting income subject to consideration of prudence.

Current tax assets and current tax liabilities are offset when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle the asset and liability on a net basis. Deferred tax assets and deferred tax liability are offset when there is legally enforceable right to set off assets against liabilities representing current tax and where the deferred tax assets and the deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

xv. Provisions and Contingent Liabilities:

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

xvi. Earnings per share:

In determining Earnings per share, the company considers the net profit after tax and includes the post tax effect of any extra ordinary items. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

3.Share Capital:

(Amount in Rupees)

Sr.No.	Particulars	Current Year	Previous Year
1	AUTHORISED CAPITAL 50,00,000 Equity Shares of Rs. 10/-each	5,00,00,000	5,00,00,000
		5,00,00,000	5,00,00,000
2	ISSUED, SUBSCRIBED AND PAID UP CAPITAL 39,00,300 Equity Shares of Rs. 10/-each fully Paid up Share Capital by Allotment	3,90,03,000	3,90,03,000
		3,90,03,000	3,90,03,000
	Total	3,90,03,000	3,90,03,000

3.1 During the year there was no fresh issue of equity shares, hence number of shares outstanding at the beginning of the year and at the end of the year are same i.e., 39,00,300 Equity Shares.

3.2 No Share holder is holding more than 5% of Share holding in the Company.

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

4: Reserves & Surplus:

Sr.No.	Particulars	Current Year	Previous Year
1	Capital Reserve		
	As per Last Balance Sheet	20,000	20,000
2	Central Subsidy	15,00,000	15,00,000
3	Investment Allowance Utilised Reserve	18,88,866	1,888,866
	Balance brought forward from Pervious Year	2,43,42,385	1,97,89,935
	Add: Profit for the period	1,44,95,779	45,53,460
		3,88,38,164	2,43,43,395
	Less: Earlier Year Taxes Paid	90,125	1,010
	Add: Depreciation Adjustment as per Schdule II	2,13,357	-
	Less: Deferred Tax Adjustment as per Schdule II	65,927	-
	Surplus in Statement of Profit and Loss Account	3,88,95,469	2,43,42,385
	Total	4,23,04,335	2,77,51,251

5: Long Term Borrowings:

Sr.No	Particulars	Current Year	Previous Year
1	Secured		
	Long Term Maturities of Term Loans from Bank	5,92,998	7,17,827
2	Others	96,66,662	-
	Total	1,02,59,660	7,17,827

5.1 Term Loans from Banks have been obtained for purchase of vehicles for use of company and the same vehicles have been mortgaged.

Particulars	Amount Sanctioned	Rate of Interest
ICICI Bank (against Innova Car)	13,92,000	9.25%
ICICI Bank (against Etios Car)	5,98,000	9.50%
Axis Bank (against Hyundai Active-i 20 Car)	8,50,000	10.50%

6: Deffered Tax Liability (Net):

Sr.No.	Particulars	Current Year	Previous Year
1	Opening Balance	11,39,550	12,02,810
2	Timing Difference on account of Depreciation	14,938	(63,260)
3	Timing Difference on account of Depreciation Adjustment as per Schdule II	65,927	-
	Total	12,20,415	11,39,550

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

7: Short Term Borrowings:

Sr.No.	Particulars	Current Year	Previous Year
1	Loan Repayable on Demand Secured		
	-From Banks*	22,69,327	89,87,516
	Total	22,69,327	89,87,516

7.1 Working Capital Limits Sanctioned by Tamilnad Mercantile Bank Ltd., are repayable on demand from bank and are secured against Hypothecation of Inventories, Book Debts / Receivables, Bills Negotiation drawn under ILC/ FLC, against Collateral Security of Open Land and premises in the name of the Company and Personal Guarantee of Directors and the sanctioned limits are Rs. 1.50 Crores for C.C. Rs. 50 Lacs for FBN/BN. Rs. 14 Crores for FLC/ILC. Rs. 15 Crores for Forward Contract.

7.2 Limits Sanctioned by Can Bank Factors Ltd is secured against the PDC's for the full value of factored invoices of 5 parties.

8: Trade Payables :

Sr.No.	Particulars	Current Year	Previous Year
1	Sundry Creditors	7,86,88,116	9,34,86,686
	Total	7,86,88,116	9,34,86,686

8.1 As confirmed by the management, there are no dues above Rs. 1.00 Lakh Outstanding for more than 45 days to Micro and Small Scale Undertakings.

9: Other Current Liabilities:

Sr.No.	Particulars	Current Year	Previous Year
1	Advance From Customers	12,98,958	2,69,168
2	Other Payables	31,17,136	23,38,207
3	Current Maturities of Long Term Loans	9,74,829	6,56,541
	Total	53,90,923	32,63,916

9.1 Other Payables includes Rental Advance and statutory dues such as TDS Payable, Service Tax Payable and other Outstanding Liabilities.

10: Short Term Provisions:

Sr.No.	Particulars	Current Year	Previous Year
1	Provision for Taxation	64,22,789	7,24,719
	Total	64,22,789	7,24,719

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

11 : Fixed Assets

Sr. No.	Particulars	Useful Life	GROSS BLOCK			DEPRECIATION			NET BLOCK							
			Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	(Add Back) /Written Back	Value at the end	WDV as on 31-03-2015	WDV as on 31-03-2014				
I	Tangible Assets															
1	Land															
	Industrial Plot	NA	22,27,438	-	-	-	22,27,438	-	-	-	-	-	-	22,27,438	22,27,438	
2	Building(RCC frame Structure)	60.00	57,06,031	1,45,89,576	-	2,02,95,607	5,72,790	1,22,400	-	6,95,190	-	-	6,95,190	1,96,00,417	51,33,241	
3	Building(other than RCC frame Structure)	30.00	91,35,752	-	-	91,35,752	58,15,596	2,59,837	-	60,75,433	-	-	60,75,433	30,60,319	33,20,156	
4	Borewell	15.00	88,174	-	-	88,174	78,873	1,130	6,728	73,275	-	-	73,275	14,899	9,301	
5	Furniture and Fixtures	10.00	15,76,395	1,62,143	-	17,38,538	9,81,816	3,63,559	92,268	12,53,106	-	-	12,53,106	4,85,432	5,94,579	
6	Vehicles (Cars)	8.00	61,60,043	10,72,779	-	72,32,822	17,34,124	8,53,070	-	25,87,194	-	-	25,87,194	46,45,628	44,25,919	
7	Motor Cycle	10.00	47,058	-	-	47,058	22,995	4,485	-	27,480	-	-	27,480	19,578	24,063	
8	Office Equipments	5.00	14,08,811	1,64,958	-	15,73,769	1,09,956	4,00,685	(62,088)	5,72,729	-	-	5,72,729	10,01,040	12,98,855	
9	Computer and Printers	3.00	13,05,472	19,000	-	13,24,472	9,07,630	2,33,484	1,76,448	9,64,665	-	-	9,64,665	3,59,807	3,97,842	
10	Live Stock	NA	4,550	-	4,550	-	-	-	-	-	-	-	-	-	4,550	
11	Honda Generator	15.00	85,500	-	-	85,500	7,889	5,615	-	13,505	-	-	13,505	71,995	77,611	
12	Old Steel Containers	15.00	1,86,800	-	-	1,86,800	8,897	12,040	-	20,937	-	-	20,937	1,65,863	1,77,903	
	SUB TOTAL(A)		2,79,32,024	1,60,08,456	4,550	4,39,35,930	1,02,40,566	22,56,303	2,13,357	1,22,83,513	2,13,357	2,13,357	1,22,83,513	3,16,52,417	1,76,91,458	
II	Intangible Assets	99.00	39,000	-	-	39,000	8,264	394	-	8,658	-	-	8,658	30,342	30,736	
	SUB TOTAL(B)		39,000	-	-	39,000	8,264	394	-	8,658	-	-	8,658	30,342	30,736	
	Total (A + B) (Current Year)		2,79,71,024	1,60,08,456	4,550	4,39,74,930	1,02,48,830	22,56,697	2,13,357	1,22,92,171	2,13,357	2,13,357	1,22,92,171	3,16,82,759	1,77,22,194	
	(Previous Year)		2,54,71,404	30,80,181	5,80,561	2,79,71,024	90,03,025	14,53,121	2,07,316	1,02,48,830	1,02,48,830	1,02,48,830	1,02,48,830	1,77,22,194	1,64,68,379	

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

12: Non Current Investment (Long Term Investments):

Sr.No.	Particulars	Current Year	Previous Year
1	Investment in Equity Shares Unquoted Investments: Ketki Finance Limited (75000 shares of Rs.10/-each fully paid up)	7,53,750	7,53,750
	Rajyalaxmi Petro Chemicals Pvt. Ltd. (100 shares of Rs. 10/-each fully paid up)	1,000	1,000
	Karmanghat Securities (P) Ltd (500 shares of Rs 10/- each fully paid up)	5,000	5,000
	Investment in Gold	1,37,061	1,37,061
	Investment in UTI Money Market Fund	16,00,715	-
	Total	24,97,526	8,96,811

13: Long Term Loans and Advances:

Sr.No.	Particulars	Current Year	Previous Year
A	Advances (a) Unsecured, Considered Good: Advances to Others	1,30,72,000	2,41,32,928
B	Security Deposit (a) Unsecured, Considered Good: Deposits	3,75,606	33,93,836
	Total	1,34,47,606	2,75,26,764

13.1 Advance to Others includes an amount of Rs. 11,00,000/- paid Anand Solvex Limited which is overdue and the case is pending in the court for the recovery of the same.

13.2 Deposits includes deposits paid towards amenities i.e., Electricity, Telephone, Rent etc.,

14: Inventories:

Sr.No.	Particulars	Current Year	Previous Year
1	Wood Pulp	52,66,383	20,20,730
2	Waste Paper	1,43,507	6,325
3	Carboxy Methyl Cellulose	32,528	3,96,060
4	Hosiery Cuttings	-	16,109
5	Micro Crystalline Cellulose Powder	-	10,31,690
	Total	54,42,418	34,70,914

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

15: Trade Receivables:

Sr.No.	Particulars	Current Year	Previous Year
1	Unsecured and Considered Good: Over Six Months	7,59,329	2,92,384
	Others	7,02,01,571	6,67,02,260
	Total	7,09,60,900	6,69,94,644

16: Cash and Cash Equivalents:

Sr.No.	Particulars	Current Year	Previous Year
1	Cash-in-hand Cash Balance	2,07,975	35,361
	Sub Total (A)	2,07,975	35,361
2	Bank Balances In Current Accounts	39,40,598	33,45,388
	Fixed Deposits with Banks	5,33,53,234	5,05,18,277
	Sub Total (B)	5,72,93,832	5,38,63,665
	Total (A+B)	5,75,01,807	5,38,99,026

16.1 Fixed Deposits with Bank includes deposits of Rs.55.70/- Lakhs(Previous year 153.65/-) with maturity of more than 12 Months.

17: Short Term Loans and Advances:

Sr.No.	Particulars	Current Year	Previous Year
1	Loans & Advances Unsecured, Considered Good: Advances to Related Parties	-	31,14,265
2	Others Advance Recoverable in cash or in Kind or for value to be considered good Advance to Suppliers	20,53,707	6,41,040
	Advance Income Tax/Refund Due	8,48,951	2,82,285
	Balance with Revenue Authorities (Indirect Taxes)	9,53,733	4,30,929
	Prepaid Expenses	1,48,710	95,593
	Interest Accrued but not due	20,448	-
	Total	40,25,549	45,64,112

DHANALAXMI ROTO SPINNERS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2015

18: Revenue from Operations

Sr.No	Particulars	Current Year	Previous Year
1	Sales	45,49,66,400	39,72,13,549
	Total	45,49,66,400	39,72,13,549

19: Other Income:

Sr.No.	Particulars	Current Year	Previous Year
1	Interest Income	63,14,210	42,75,199
2	Profit/(Loss) on Currency Transactions	-	2,75,040
3	Other Receipts	16,87,638	6,82,120
	Total	80,01,848	52,32,359

19.1 Other Receipts include Commission and Rental Income.

20: Changes in Inventories:

Sr.No.	Particulars	Current Year	Previous Year
1	Opening Stock	34,70,914	42,89,795
2	Closing Stock	54,42,418	34,70,914
	Total	19,71,504	8,18,881

21: Employee Benefits Expenses:

Sr.No.	Particulars	Current Year	Previous Year
1	Salaries & Bonus	27,94,000	28,13,000
2	Directors Remuneration	27,75,000	30,60,000
3	Staff Welfare & Other Benefits	15,227	57,976
	Total	55,84,227	59,30,976

22: Financial Costs:

Sr.No.	Particulars	Current Year	Previous Year
1	Interest Expenses	3,38,418	4,16,685
2	Other Borrowing Cost	48,31,426	36,96,417
	Total	51,69,844	41,13,102

DHANALAXMI ROTO SPINNERS LIMITED

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH ,2015

23: Depreciation & Amortization Expenses:

Sr.No.	Particulars	Current Year	Previous Year
1	Depreciation & Amortization	22,56,697	14,53,121
	Total	22,56,697	14,53,121

24: Other Administrative Expenses:

Sr.No.	Particulars	Current Year	Previous Year
1	Rent ,Rates,Taxes and Renewals	7,80,280	3,84,750
2	Telephone Expenses	2,09,089	2,40,223
3	Conveyance	1,96,600	1,93,458
4	Repairs & Maintenance	10,26,214	16,49,685
5	Electricity Expenses	3,14,899	2,57,545
6	Insurance	1,52,968	1,25,132
7	Travelling Expenses	7,17,846	15,67,038
8	Directors' Sitting Fees	64,000	80,000
9	Auditors' Remuneration	81,461	67,416
10	AGM Expenses	62,000	55,425
11	Business Promotion Expenses	4,43,831	2,63,500
12	Advertisement	57,221	63,052
13	Freight Out Wards	21,21,469	14,71,189
14	Commission and Brokerage	1,07,79,164	84,14,349
15	Other Miscellaneous Expenses	13,78,933	5,53,685
16	Consultancy and Service Charges	1,37,191	70,271
17	Charities & Donations	5,401	2,500
18	Foreign Exchange Fluctuation	30,15,380	61,79,471
19	Loss On Derivative Transaction	21,07,926	35,32,555
20	Share Transfer & Demat Expenses	37,717	4,03,436
	Total	2,36,89,590	2,55,74,680

25) NOTES TO ACCOUNTS :

S.No.	Particulars	31/03/2015	31/03/2014
25.1	Estimated amount of contracts remaining to be executed on Capital account and not provided for (Net of advances)	NIL	NIL
25.2	Contingent Liabilities not provided for (Bank Guarantee) FLC issued by the Bank	4,31,56,903	2,78,29,296
25.3	Auditors Remuneration :		
	Audit Fees	50,000	40,000
	Tax Representation	22,500	20,000
	Service Tax	8,961	7,416

NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH ,2015

25.4 The company does not have Whole Time Company Secretary, as per requirements of Section 203 of the Companies Act, 2013. Hence, the accounts have not been signed by the Company Secretary.

25.5 The company operates in only one segment i.e. 'India'. Hence separate information on geographical segment is not required. The accounting policies adopted for segment reporting are in line with the accounting policies adopted for preparation of financial information of the Company.

25.6 Quantitative Particulars :

(In Kilograms)

Product	Opening Stock 01/04/2014	Purchases	Sales	Closing Stock 31/03/2015
Wood Pulp	54,311.60 (99,861.90)	10,745,367.10 (9,373,367.70)	10,664,564.20 (9,418,918.00)	135,114.50 (54,311.60)
Paper	0.00 (0.00)	0.00 (20,230.00)	0.00 (20,230.00)	0.00 (0.00)
Waste Paper	230.00 (0.00)	277,122.00 (145,402.00)	272,232.62 (145,172.00)	5,119.38 (230.00)
Hosiery Cuttings	891.50 (0.00)	268.50 (3,160.50)	1160.00 (2,269.00)	0.00 (891.50)
Cotton Seed Hull	0.00 (104,560.00)	0.00 (0.00)	0.00 (104,560.00)	0.00 (0.00)
Clinical & Baby Diapers	0.00 (2,697.00)	0.00 (0.00)	0.00 (2,697.00)	0.00 (0.00)
Carboxy Methyl Cellulose	6,000.00 (0.00)	1,365.00 (6,000.00)	6,000.00 (0.00)	1,365.00 (6,000.00)
Micro Crystalline Cellulose Powder	22,125.00 (0.00)	11,190.00 (64,890.00)	33,315.00 (42,765.00)	0.00 (22,125.00)
SCMC Technical Grade	0.00 (0.00)	0.00 (12,900.00)	0.00 (12,900.00)	0.00 (0.00)
Cattle Feed (Dudh Nahar)	0 Packets (140 Packets)	0 Packets (0 Packets)	0 Packets (140 Packets)	0 Packets (0 Packets)

S.No.	Particulars	31-03-2015	31-03-2014
25.7	Value of Imports on CIF Basis		
	Raw Materials	NIL	NIL
	Spare parts and consumables	NIL	NIL
	Capital Goods	NIL	NIL
25.8	Expenditure in Foreign Currency		
	Towards Purchases	38,95,52,876	28,37,36,973
	Towards Travelling	-	8,95,009
25.9	Earnings in Foreign Currency	3,93,590	NIL

25.10 Related Party Disclosure as per Accounting Standard -18:

During the year, the Company entered into transactions with the related parties. Those transactions along with related balances as at 31st March, 2015 and for the year ended are presented in the following table.

The information is given as compiled and certified by the Management

Sl.No	Associate Concerns
1	Anirudh Marketing
2	Inani Distributors
3	Lake Priya Enterprises Pvt Limited.

Directors/Key Management Personnel

1	Rajkumar Inani
2	Narayan Inani
3	K.N.Prasad
4	Shyam Sunder Jakhotia
5	Simanth Roy Chowdary
6	Anirudh Inani
7	Natasha Inani

Relatives of Directors/Key Management Personnel

1	Keshav Inani
2	Sangita Inani
3	Divya Inani
4	Sri Gopal Inani

RELATED PARTY TRANSACTIONS (Amount in Rs.)

Particulars	Key Person/Relatives	Associates
Directors ' Remuneration	38,41,000	-
Directors ' Sitting Fees	64,000	-

25.11 Earnings Per share :

Basic and Diluted Earnings per Share ("EPS") computed in accordance with Accounting Standard (AS)20 'Earnings per Share'

Particulars		2 014-15	2013-14
Basic			
Profit after Tax as per Statement of Profit and Loss	A	1,44,95,779	45,53,461
Number of Shares subscribed	B	39,00,300	39,00,300
Basic EPS (Rupees)	A/B	3.72	1.17
Diluted			
Profit after Tax as per Statement of Profit and Loss	A	1,44,95,779	45,53,461
Number of Shares subscribed	B	39,00,300	39,00,300
Diluted EPS (Rupees)	A/B	3.72	1.17

25.12 Figures in brackets in these notes are in respect of previous year.

As per our report of even date For and on behalf of the Board

For **G.D. UPADHYAY & CO.**
Chartered Accountants
Firm Regd No.05834S

Sd/-

Sd/-

Sd/-

(G.D. UPADHYAY)
Partner
Membership No.027187

(RAJKUMAR INANI)
Managing Director
(DIN:00885466)

(NARAYAN INANI)
Executive Director cum CFO
(DIN:00525403)

Place : Thimmapur
Date : 30.05.2015

DHANALAXMI ROTO SPINNERS LIMITED
(CIN: L18100TG1987PLC007769)

Regd. Office: Survey No.114 & 115, Station Road, Thimmapur, Mahaboobnagar Dist,
Telangana - PIN : 509325

E-mail: dhanroto@gmail.com / dhanlaxmiroto@yahoo.co.in

Tel No. : (M) 9533060707

ATTENDANCE SLIP

(28th Annual General Meeting - 30th September, 2015)

Regd. Folio No. _____

No. of shares held _____

*Demat A/c No DP ID. No. _____

I certify that I am a registered Shareholder/Proxy/Representative for the registered Shareholder(s) of **DHANALAXMI ROTO SPINNERS LIMITED**

I hereby record my presence at the Annual General Meeting of the Company at Survey No.114 & 115, Station Road, Thimmapur, Mahaboobnagar Dist, Telangana - PIN : 509325 on 30th day of September, 2015 at 9.30 AM.

Member's/Proxy's/Representative's Name

Signature of Member/Proxy/Representative

*Applicable if shares are held in electronic form.

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copy of Notice to the meeting.

**DHANALAXMI ROTO SPINNERS LIMITED
(CIN: L18100TG1987PLC007769)**

Regd. Office: Survey No.114 & 115, Station Road, Thimmapur, Mahbubnagar Dist,
Telangana, 509325

E-mail: dhanroto@gmail.com / dhanlaxmiroto@yahoo.co.in

Tel No. : (M) 9533060707

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN:	L18100TG1987PLC007769		
Name of the company	DHANALAXMI ROTO SPINNERS LIMITED		
Registered office	Survey No.114 & 115, Station Road, Thimmapur, Mahaboobnagar Dist, Telangana - PIN : 509325		
Name of the member(s)			
Registered Address			
E-mail Id			
Folio No./Client Id		DP ID	

I/We, being the holder (s) of shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail id		Signature	
	or failing him			
2.	Name			
	Address			
	E-mail id		Signature	
	or failing him			
3.	Name			
	Address			
	E-mail id		Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company, to be held on 30-09-2015 at 9.30 AM at the Regd. Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No	Resolutions	For	Against
1.			
2.			
3.			
4.			

Signed this day of 2015.

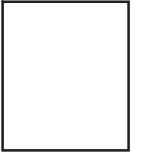
Signature of Shareholder _____ Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement.

DHANALAXMI ROTO SPINNERS LIMITED

DHANALAXMI ROTO SPINNERS LIMITED

**PRINTED MATTER
BOOK - POST**



To,

If undelivered please return to :

DHANALAXMI ROTO SPINNERS LIMITED

Sy. No.114 & 115, Station Road, THIMMAPUR - 509 325.

Mahabodhanagar District (Telangana)

DHANALAXMI ROTO SPINNERS LIMITED

DHANALAXMI ROTO SPINNERS LIMITED

**DHANALAXMI ROTO
SPINNERS LIMITED**



**ANNUAL REPORT
2014 - 2015**