

Dhanalaxmi Roto Spinners Limited

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the Members of **DHANALAXMI ROTO SPINNERS LIMITED** will be held through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") on Wednesday, the 30th Day of September, 2020 at 12.30 P.M. to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020 and the Statement of Profit and Loss for the year ended on that date, together with the Cash Flow Statement and the reports of the Board of Directors and Auditors thereof.
2. To Appoint a Director in place of Mr. Narayan Inani who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT subject to the provisions of Section 196, 197 & 203 and if any other applicable provisions of the Companies Act, 2013 and in accordance with the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 consent of the members is be and hereby given for re-appointment of Mr. Rajkumar Inani as Managing Director of the Company for the tenure of Three (3) years with effect from April 1, 2021 to March 31, 2024 on monthly remuneration of Rs. 2,50,000 as recommended by Nomination & Remuneration committee whose office shall be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration including the basic Salary, Commission, Perquisites, Allowances etc., within the limits prescribed under Schedule V of the Companies Act, 2013 as amended from time to time."

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

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

"RESOLVED THAT subject to the provisions of Section 196, 197 & 203 and if any other applicable provisions of the Companies Act, 2013 and in accordance with the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 consent of the members is be and hereby given for re-appointment of Mr. Narayan Inani as Executive Director of the Company for the tenure of Three (3) years with effect from July 1, 2021 to June 30, 2024 on monthly remuneration of Rs. 2,50,000 as recommended by Nomination & Remuneration committee whose office shall be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration including the basic Salary, Commission, Perquisites, Allowances etc., within the limits prescribed under Schedule V of the Companies Act, 2013 as amended from time to time."

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

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

"RESOLVED THAT subject to the provisions of Section 196, 197 & 203 and if any other applicable provisions of the Companies Act, 2013 and in accordance with the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 consent of the members is be and hereby given for re-appointment of Mr. Anirudh Inani as Whole-Time Director of the Company for the tenure of Three (3) years with effect from July 1, 2021 to June 30, 2024 on monthly remuneration of Rs. 2,50,000 as recommended by Nomination & Remuneration committee whose office shall be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration including the basic Salary, Commission, Perquisites, Allowances etc., within the limits prescribed under Schedule V of the Companies Act, 2013 as amended from time to time."

Dhanalaxmi Roto Spinners Limited

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

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

“**RESOLVED THAT** subject to the provisions of Section 196, 197 & 203 and if any other applicable provisions of the Companies Act, 2013 and in accordance with the Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 consent of the members is be and hereby given for Change in Designation of Mrs. Natasha Inani from Non-Executive Director to Executive Director of the Company for the tenure of Three (3) years with effect from October 1, 2020 to September 30, 2023 on monthly remuneration of Rs. 1,50,000 as recommended by Nomination & Remuneration committee whose office shall be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to vary or increase the remuneration including the basic Salary, Commission, Perquisites, Allowances etc within the limits prescribed under Schedule V of the Companies Act, 2013 as amended from time to time.”

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

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

Place: Thimmapur
Date : 30.08.2020

RAJKUMAR INANI
Managing Director
(DIN: 00885466)

Important Communication to Members

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

NOTES:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted convening the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-Voting.

Dhanalaxmi Roto Spinners Limited

5. Members will be able to attend the AGM through VC/OAVM. Members participating through the VC / OAVM facility shall be reckoned for the purpose of Quorum under section 103 of the Companies Act, 2013
6. Members holding shares in Demat are requested to intimate their respective Depository Holders (**participant**) relating to their change of addresses.
7. Corporate Members are requested to send to the Company's Registrar & Transfer Agents duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
8. Electronic copy of the Annual Report for 2019-20 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes. For members who have not registered their email address is requested to register their email address with Company's Registrar and Transfer Agents so that the Copy of Annual Report can be sent via mail.

9. Instructions for Shareholders for remote e-Voting

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

(A) The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(B) The Facility for voting, through electronic voting system shall also be made available before the Video Conferencing meeting and members attending the meeting who have not already cast their vote may exercise their vote.

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

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

The voting period begins at 9.30 A.M. on 27-09-2020 and ends at 5.00 P.M. on 29-09-2020. 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 23rd day of September, 2020, 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 Or

b) Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

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) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both 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 (v).

Dhanalaxmi Roto Spinners Limited

- vii) After entering these details appropriately, click on "SUBMIT" tab
- viii) 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- xi) 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.
- xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) 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.
- xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; accounts@dhanroto.com and info@bahetiguptanco.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- xviii) 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**.
- xix) 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.
10. 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 23rd day of September 2020.
11. **Process for those shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:**
- a) For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.

Dhanalaxmi Roto Spinners Limited

b) For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

12. Instructions for shareholders attending the AGM through VC/OAVM are as under:

- A) Shareholder will be provided with a facility to attend the EGM/AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- B) Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
- C) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- D) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- E) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- F) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

G) Instructions For Shareholders for e-Voting During the AGM are as Under:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for Remote e-voting.
 2. Only those shareholders, who are present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
 3. If any Votes are cast by the shareholders through the e-Voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.
 4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
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 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.
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 : 30.08.2020

RAJKUMAR INANI
Managing Director
(DIN: 00885466)

Dhanalaxmi Roto Spinners Limited

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. 3 to 6 of the accompanying Notice:

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

Mr. Rajkumar Inani is the Managing Director of the Company who holds office as Managing Director till 31/03/2021. Nomination and Remuneration committee keeping in view his vast and rich experience and expertise has recommended the Board his re-appointment as Managing Director for another period of 3 years and your Board of Directors at their meeting held on 30th day of August 2020 appointed him as Managing Director for a period of three years w.e.f.01/04/2021 subject to the approval of members.

The terms of his appointment are as follows:

1. Remuneration of Rs. 2,50,000 per month
2. Period of Appointment: 3 years beginning from 01st April 2021 to 31st March 2024.
3. Appointment may be terminated by either party by giving 3 months notice in writing of such termination or as may be mutually agreed between the parties.

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

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

Except Mr. Rajkumar Inani, being an appointee, and Mr. Narayan Inani, Mr. Anirudh Inani and Mrs. Natasha Inani being relatives of the proposed appointee none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3

In compliance with the provisions of section 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under re-appointment of Mr. Rajkumar Inani as a Managing Director for a period of 3 years commencing from 01/04/2021 is now being placed before the Members for their approval.

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

Mr. Narayan Inani has been appointed as Executive Director of the Company on July 1, 2018 for a term of three years and his office of Executive Directors will end on 30th June, 2021. Nomination and Remuneration committee keeping in view of his vast and rich experience and expertise has recommended the Board his re-appointment as Executive Director for another period of 3 years and your Board of Directors at their meeting held on 30th day of August, 2020 appointed him as Executive Director for a period of three years w.e.f. 01/07/2021 subject to the approval of members.

The terms of his appointment are as follows:

1. Remuneration of Rs. 2,50,000 per month
2. Period of Appointment: 3 years beginning from 01st July 2021 to 30th June 2024.
3. Appointment may be terminated by either party by giving 3 months' notice in writing of such termination or as may be mutually agreed between the parties.

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

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

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

In compliance with the provisions of section 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under re-appointment of Mr. Narayan Inani as a Executive Director for a period of 3 years commencing from 01/07/2021 is now being placed before the Members for their approval.

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

Mr. Anirudh Inani has been appointed as Whole Time Director of the Company on July 1, 2018 for a term of three years and his office of Whole Time Director will end on 30th June, 2021. Nomination and Remuneration committee keeping in

Dhanalaxmi Roto Spinners Limited

view his vast and rich experience and expertise has recommended the Board his re-appointment as Whole Time Director for another period of 3 years and your Board of Directors at their meeting held on 30th day of August, 2020 appointed him as Whole Time Director for a period of three years w.e.f. 01/07/2021 subject to the approval of members.

The terms of his appointment are as follows:

1. Remuneration of Rs. 2,50,000 per month
2. Period of Appointment: 3 years beginning from 01st July 2021 to 30th June 2024.
3. Appointment may be terminated by either party by giving 3 months notice in writing of such termination or as may be mutually agreed between the parties.

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

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

Except Mr. Anirudh Inani, being an appointee and Mr. Narayan Inani, Mr. Rajkumar Inani & Mrs. Natasha Inani, being relatives of the proposed appointee none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

In compliance with the provisions of section 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under re-appointment of Mr. Anirudh Inani as a Whole Time Director for a period of 3 years commencing from 01/07/2021 is now being placed before the Members for their approval.

Item No. 6: Change in Designation of Mrs. Natasha Inani from Non-Executive Director to Executive Director.

Mrs. Natasha Inani has been appointed as Non-Executive Director of the Company on March 10, 2015. Nomination and Remuneration committee keeping in view of her vast and rich experience and expertise has recommended the Board for her Change in Designation from Non-Executive Director to Executive Director and your Board of Directors at their meeting held on 30th day of August, 2020 appointed her as Executive Director w.e.f. 01/10/2020 for a period of 3 years subject to the approval of members.

The terms of her appointment are as follows:

1. Remuneration of Rs. 1,50,000 per month
2. Period of Appointment: 3 years beginning from 01st October 2020 to 30th September, 2023.
3. Appointment may be terminated by either party by giving 3 months notice in writing of such termination or as may be mutually agreed between the parties.

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

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

Except Mrs. Natasha Inani, being an appointee and Mr. Raj Kumar Inani, Mr. Anirudh Inani and Mr. Narayan 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.

In compliance with the provisions of section 196 and 197 read with schedule V of the Companies Act, 2013 and rules made there under Change in Designation of Mrs. Natasha Inani from Non-Executive Director to Executive Director commencing from 01/10/2020 is now being placed before the Members for their approval.

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. 3, 4, 5 & 6

The Nomination and Remuneration Committee recommended the re-appointment of Mr. Rajkumar Inani as Managing Director for a period of three years w.e.f. 01/04/2021, Mr. Narayan Inani, as Executive Director for a period of three years w.e.f. 01/07/2021 and Mr. Anirudh Inani, as Whole Time Director for a period of three years w.e.f. 01/07/2021 at the same remuneration paid to them earlier and Mrs. Natasha Inani as Executive Director for a period of 3 years w.e.f. 01/10/2020 at the remuneration of Rs. 1,50,000 per month. The decision to re-appoint, change in designation and payment of remuneration was taken after considering the current position of the Company and prevailing market conditions and after review of existing remuneration paid 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.

Dhanalaxmi Roto Spinners Limited

Mr. Rajkumar Inani, Mr. Narayan Inani, Mr. Anirudh Inani and Mrs. Natasha Inani are associated with the Company since long period and have 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 re-appointments of Mr. Rajkumar Inani, Mr. Narayan Inani and Mr. Anirudh Inani as Managing Director, Executive Director and Whole Time-Director respectively and change in designation of Mrs. Natasha Inani from Non Executive Director to Executive Director and payment of the remuneration as tabled below, 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	Mrs. Natasha Inani, Executive Director
Remuneration	2,50,000 per month	2,50,000 per month	2,50,000 per month	1,50,000 per month

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

Details of Directors Seeking Appointment /Re-appointment/ Change in Terms of Appointment at the Annual General Meeting

In pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name of Director	Mr. Narayan Inani	Mr. Anirudh Inani	Mr. Rajkumar Inani	Mrs. Natasha Inani,
DIN	00525403	02253588	00885466	02691300
Date of Birth	10/09/1968	30/04/1980	30/05/1964	06/10/1983
Date of Appointment	30/09/2003	30/06/2009	30/10/1992	10/03/2015
Qualifications	B.COM	MBA	B.Com	B.A.
Expertise in specific functional area	Mr. Narayan Inani is a Commerce Graduate and has wide experience in Finance and Administration	Mr. Anirudh Inani has done his Master of Business Administration and has wide experience in the field of Marketing.	Mr. Rajkumar Inani has done his Diploma in Textile and is one of first Director of the Company.	Mrs. Natasha Inani is a Graduate in Bachelor of Arts and has rich experience in Paper and Pulp Trading
List of Directorships of other Listed Companies as at 31 st March, 2020	-	-	Ankit India Limited	-
Memberships/ Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee (Shareholders/ Investors Grievance Committee))	-	-	1	-
Number of Shares held in the Company	1,28,400	1,67,945	1,36,400	1,35,829

Further the three proposed appointee are promoters of the company and are brothers to each other & Mrs. Natasha Inani is wife of Mr. Anirudh Inani.

Dhanalaxmi Roto Spinners Limited

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 years	(Rs. in Lakhs)			
		Particulars	FY 18-19	FY 17-18	FY 16-17
		Total Revenue	9966.02	7593.46	5425.35
		Profit After Tax	263.04	234.13	197.35
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 wide experience in the field of Marketing. Mr. Rajkumar Inani has done his diploma in Textile where as Mr. Narayan Inani is Commerce graduate and has wide experience in Finance and administration. Mrs. Natasha Inani has done Graduation in Bachelor of Arts.

2. Remuneration Details

Year	Mr. Rajkumar Inani	Mr. Narayan Inani	Mr. Anirudh Inani	Mrs. Natasha Inani
2018-19	30,00,000	30,00,000	30,00,000	-
2017-18	30,00,000	30,00,000	30,00,000	-
2016-17	17,20,000	16,80,000	16,40,000	-

III. OTHER INFORMATION

- The remuneration payable to executive directors 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.
- 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 Covid-19 Pandemic.
- Steps taken or proposed to be taken for improvement: The Company will remain 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.
- 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**

Place: Thimmapur
Date : 30.08.2020

RAJKUMAR INANI
Managing Director
(DIN: 00885466)