

DHANALAXMI ROTO SPINNERS LIMITED

**38th
ANNUAL REPORT
2024-2025**

Vision

"To be the leading trading house of wood pulp and paper globally and creating a synergetic partnership with our suppliers and customers."

Dhanalaxmi Roto Spinners has been in existence, consistently performing and achieving its objectives since 1987. In this tenure, the company has grown and expanded exponentially. We have a number of satisfied customers and happy suppliers. We aim at the growth of our firm along with our suppliers and the customers.

Mission

Our company is a leading name in the pulp and paper industry. We have been performing our functions since 1987. Dhanalaxmi Roto Spinners mission of doing business is what makes it unique:

- To build partner relationships with our customers and suppliers.
- To provide personalized solutions by rendering services in sourcing the right product at the right price globally.
- To provide convenience to the customer by providing them with warehousing, logistics, and financial support in accordance with their needs and capability.
- To provide merchandise to customers on call for their contingent stop-gap requirement.
- To provide customer satisfaction enabling the expansion of our business scope and magnitude.

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CORPORATE INFORMATION**BOARD OF DIRECTORS**

Narayan Inani	Managing Director and CFO	(DIN: 00525403)
Anirudh Inani	Whole Time Director and Chairman	(DIN: 02253588)
Keshav Inani	Whole Time Director and CEO	(DIN: 09296529)
Dhanraj Soni	Independent Director	(DIN: 01859486)
Vivek Baheti	Independent Director	(DIN: 02216544)
Anushree Atasniya	Independent Women Director	(DIN: 10568162)

KEY MANAGERIAL PERSONNEL

Pooja Gadhia	Compliance Officer & Company Secretary	(M. No: A61818)
Keshav Inani	Chief Executive Officer	(PAN: ACAP14720R)
Narayan Inani	Chief Financial Officer	(PAN: AAEP10468C)

AUDIT COMMITTEE

Vivek Baheti	Chairperson
Narayan Inani	Member
Anushree Atasniya	Member

NOMINATION AND REMUNERATION COMMITTEE

Vivek Baheti	Chairperson
Dhanraj Soni	Member
Anushree Atasniya	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Anushree Atasniya	Chairperson
Dhanraj Soni	Member
Keshav Inani	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Dhanraj Soni	Chairperson
Narayan Inani	Member
Anirudh Inani	Member

STATUTORY 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

SECRETARIAL AUDITORS

M/s. Baheti Gupta & Co.
Company Secretaries
#414, 4th Floor, Raghav Ratna Towers
Chirag Ali Lane, Abids, Hyderabad – 500001

INTERNAL AUDITORS

M/s. M. Jhavar & Associates,
#610, Taramandal Complex Iqbal
Minar Circle, Ambedkar Colony,
Khairtabad, Telangana-500004ss

REGISTERED OFFICE**DHANALAXMI ROTO SPINNERS LIMITED**

Sy. No. 114 & 115, Station Road, Thimmapur-509325.

Rangareddy Dist., (Telangana)

Contact no.7306608181

CIN:L18100TG1987PLC007769

E-mail: info@dhanroto.com

investor.relations@dhanroto.com

CORPORATE OFFICE:

The Laxmi, 8-2-686/B/6/D/K & 8-2-686/B/M/K, 4th Floor,

Road No. 12, Banjara Hills, Near Indian Bank,

Hyderabad-500034, Telangana, India

BANKERS:**TAMILNAD MERCANTILE BANK LIMITED**

15-2-696, 1st Floor, Kishangunj,

Siddiamber Bazar, Hyderabad-500012

KOTAK MAHINDRA BANK LTD

6-3-1109/1/P202, Fifth Floor, Jewel Pavani Tower,

Raj Bhavan Road, Somajiguda, Hyderabad-500 082

SHARE TRANSFER AGENTS / DEMAT REGISTRARS**CIL SECURITIES LIMITED**

214, Raghava Ratna Towers, Chirag Ali Lane,

Abids, Hyderabad-500 001

CIN: L67120TG1989PLC010188

E-Mail: rta@cilsecurities.com

Contact: Mr. VSM Yadav Raju

Contact No: 040-23202465 / 9666375981

MANAGING DIRECTOR'S MESSAGE

We at Dhanalaxmi Roto Spinners successfully navigated through the challenging and tough year with well wishes and guidance of all stake holders.

Tough times never last but tough people do.

Challenging times are temporary, but resilient companies endure. We will navigate these complexities with your support. The world faces turmoil, with shifting landscapes in global politics and economies. Our company has adapted and innovated to thrive in this challenging times. We have emerged stronger, we will stay positive, stay driven.

We take this as an opportunity to grow. We'll rise above challenges Stay motivated, stay focused and achieve our goals together with support of all our stake holders.

Fiscal Year 2024-25 Performance Highlight:

Total Revenue: Our company achieved a significant milestone in the fiscal year 2024-25, generating a total revenue of Rs. 19,241.08 Lakhs. This robust performance underscores our unwavering dedication to elevating our business operations and delivering value to our stakeholders.

Profit After Tax (PAT): Our Profit After Tax (PAT) for FY 2024-25 amounted to Rs. 854.02 Lakhs. This trajectory is a testament to our strategic initiatives and operational efficiencies in navigating market dynamics and seizing opportunities for growth.

Earnings Per Share (EPS): The Earnings Per Share (EPS) for the fiscal year 2024-25 stood at Rs. 10.95.

Industry Outlook: The promising outlook of the Wood Pulp and Paper industry further fuels our journey towards sustainable growth and innovation. As we continue to leverage our strengths and adapt to evolving market trends, we remain poised to capitalize on opportunities and overcome challenges to drive continued success in the years ahead.

Bonus Issue: The Company during the year has issued bonus equity shares in the ratio of 1:1 i.e., for every one equity share held, one bonus equity share was issued. This decision reflects our Company's strong financial performance and our commitment to rewarding our loyal shareholders.

We are confident that this bonus issue will not only enhance shareholder value but also demonstrate our Company's growth and profitability. We appreciate the continued support of our shareholders and look forward to their ongoing partnership in our journey towards success.

Company Update: Penetration into the Indian Wood Pulp Market

We are delighted to announce that our company has firmly established its presence in the Indian Wood Pulp Market. Through consistent delivery of timely and superior services, we have cultivated a loyal customer base, steadily expanding our reach and influence. However, it's important to note that the Wood Pulp market is subject to fluctuations driven by international rates, impacting our margins. As a trading entity, our growth is intricately linked to the dynamics of supply and demand, necessitating strong partnerships with buyers and sellers.

Significance of the Pulp and Paper Industry

The Pulp and Paper industry holds significant importance for various reasons, particularly in terms of resource efficiency and the bio-economy. Continual advancements in technology offer opportunities to enhance environmental sustainability and optimize resource utilization, driving industry evolution and growth.

Challenges in the Indian Paper Sector

Regrettably, the Indian paper sector faces multiple challenges, including a scarcity of waste cuttings and waste paper, escalating costs of pulp, fibers, and newsprint, as well as logistical hurdles such as rising freight charges. Furthermore, geopolitical tensions, such as the Russian invasion of Ukraine and conflicts in Israel, have contributed to heightened market volatility. The impact of these factors, compounded by disruptions in sea transport, underscores the need for strategic adaptability and resilience.

Outlook:

In the realm of Business Support Services, our company actively participates in tenders issued by governmental, semi-governmental, and private entities. We are pleased to report a consistent influx of work from both existing and new clients, reflecting our commitment to service excellence and client satisfaction. Meanwhile, in the Financial Sector, the volatile nature of the stock market necessitates prudent investment decision-making. Accordingly, we remain vigilant and proactive in implementing measures to safeguard our financial interests and optimize returns for our stakeholders.

Acknowledgment of Contributions:

We would like to acknowledge and express our gratitude to:

Shareholders: For their trust, investment and confidence in our vision and strategy.

Stakeholders: Including investors banks and financial institutions, auditors and consultants , for their ongoing support and engagement.

Customers: For their loyalty, feedback and business, which drive our growth and innovation.

Suppliers: For their reliability, quality and timely delivery of goods and services.

Staff: For their hard work, dedication and expertise, which are essential to our success.

Management Team: For their leadership, strategic guidance and commitment to excellence.

Together, these stakeholders have enabled us to achieve our goals and deliver value to our customers and investors. We look forward to continuing this collaborative journey and achieving even greater success in the future.

Thank you,

Sd/-

Narayan Inani
Managing Director

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 38th Annual General Meeting of the Members of DHANALAXMI ROTO SPINNERS LIMITED will be held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Friday, the 19th Day of September, 2025 at 11:30 A.M. to transact the following Business:

The deemed venue shall be considered to be the registered office of the Company situated at Survey No.114 & 115, Station Road Thimmapur, Rangareddy District, Telangana, India, 509325

ORDINARY BUSINESS:**1. Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2025 and the Statement of Profit and Loss Account for the year ended on that date, together with the Cash Flow Statement and the reports of the Board of Directors and Auditor's thereof.

2. Declaration of Dividend

To declare Dividend of Rs. 1.50/- per Equity Share (i.e., 15%) on the Face Value of Rs. 10.00/- per share to the Shareholders of the Company for the financial year 2024-25.

3. Appointment of Director retiring by Rotation

To Re-appoint a Director in place of Mr. Keshav Inani who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**4. To consider and approve the related party transactions of the company.**

To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of sub-section (1) of Section 188 read with rule 15 of Companies (Meeting of Board and its Powers) Rules 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"), other applicable laws /statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions and basis the approval of the Audit Committee and recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to the Company to increase the payment of the following Related Parties of the Company w.e.f. 1st October, 2025 in terms of the table as set out below and in terms of the explanatory statement to this resolution:

Transactions u/s 188 of Companies Act, 2013		
Name of Related Parties	Nature of transaction	Maximum amount payable per month
Rajkumar Inani	Availing or rendering of any services cum Appointment to any office or place of profit- Consultancy Fees	Rs. 4,00,000
Srinidhi Inani	Appointment to any office or place of profit- Payment of remuneration as CFO	Rs. 5,00,000

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary contract(s), arrangement(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.”

5. To consider and approve re-appointment of Mr. Narayan Inani as Managing Director of the Company

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

“RESOLVED THAT as per the provisions of Section 196, 203 and 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 of the Company be and is hereby given for re-appointment of Mr. Narayan Inani as the Managing director of the Company with effect from September 01, 2026 to hold office till August 31, 2029 on monthly remuneration of Rs.6,00,000 till his tenure as recommended by Nomination & Remuneration Committee and whose office shall be liable to determination by retirement of directors by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to increase the remuneration, including Basic Salary, Commission, Perquisites, and Allowances, of Mr. Narayan Inani, Managing Director by up to 10% per annum, subject to the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013, as amended from time to time.”

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

6. To consider and approve re-appointment of Mr. Anirudh Inani as Whole-Time Director of the Company

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

“RESOLVED THAT as per the provisions of Section 196, 203 and 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 of the Company be and is hereby given for re-appointment of Mr. Anirudh Inani as the Whole time director of the Company with effect from September 01, 2026 to hold office till August 31, 2029 on monthly remuneration of Rs.6,00,000 till his tenure as recommended by Nomination & Remuneration Committee and whose office shall be liable to determination by retirement of directors by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to increase the remuneration, including Basic Salary, Commission, Perquisites, and Allowances, of Mr. Anirudh Inani, Whole Time Director by up to 10% per annum, subject to the limits prescribed under Section 197 and 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.”

7. To consider and approve re-appointment of Mr. Keshav Inani as Whole-time director of the company

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

“RESOLVED THAT as per the provisions of Section 196, 203 and 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 of the Company be

and is hereby given for re-appointment of Mr. Keshav Inani as the Whole time director of the Company with effect from September 01, 2026 to hold office till August 31, 2029 on monthly remuneration of Rs.6,00,000 till his tenure as recommended by Nomination & Remuneration Committee and whose office shall be liable to determination by retirement of directors by rotation."

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to increase the remuneration, including Basic Salary, Commission, Perquisites, and Allowances, of Mr. Keshav Inani, Whole Time Director by up to 10% per annum, subject to the limits prescribed under Section 197 and 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."

8. To consider and approve appointment of M/s. Baheti Gupta & Co, Company Secretaries, as the Secretarial Auditor of the Company

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

"RESOLVED THAT in accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, M/s Baheti Gupta & Co., Company Secretaries be and is hereby appointed as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26 to the financial year 2029-30, on such remuneration as may be fixed by the Board of Directors of the Company."

"RESOLVED FURTHER THAT Board of Directors of the Company, be and are hereby authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this Resolution."

9. To consider and approve alteration of main objects of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of Registrar of Companies, Hyderabad, consent of the members of the Company be and is hereby accorded for alteration of clause III (A) of the Memorandum of Association of the Company by way of addition of sub clause 7 to 9 after sub clauses 1 to 6 of clause III (A) as mentioned below :

7. To carry on the business of real estate, construction, builders, planners, infrastructure developers, Estate developers, Engineers land developers, Land Scapers, Estate agents, immovable property dealers and to acquire, buy, purchase, hire or otherwise lands, buildings, civil works or any immovable property of any tenure or any interest in the same and to erect and construct, apartments, houses, office spaces, shopping complexes, hotels, warehouses, roads or civil work of every type on the land of the company or any other land or immovable property whether belonging to the company or not and to pull down, rebuild, enlarge alter and other conveniences and to deal with and improve property of the company or any other immovable property in India or abroad.
8. To carry on the business of leasing and renting of real estate and properties, including leasing of residential, commercial, industrial, and agricultural properties of the company or any other land or immovable property whether belonging to the company or not for short-term or long-term contracts, and to act as lessors, lessees, sub-lessors, sub-lessees, or property managers.
9. To engage in all aspects of the business, including the manufacturing, design, development, improvement, maintenance, repair and invention of renewable energy modules, cells, and accessories. This includes conducting research, trading, buying, selling, wholesaling, retailing, distributing, importing, exporting, assembling, fabricating, repairing, maintaining, altering, and

operating solar power projects, solar power plants, solar panels, and solar energy systems for industrial, commercial, residential, and utility-scale applications. The company will also be involved in related articles, products, by-products, and technologies applicable to solar power for various uses and also will be providing maintenance and repairs services.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts and things as may be incidental and deemed necessary in connection with the proposed alteration of object clause of Memorandum of Association of the Company.”

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

Sd/-
Narayan Inani
Managing Director cum CFO
(DIN: 00525403)

Place: Thimmapur
Date: 19/08/2025

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 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, RAGHAVARATNA TOWERS, CHIRAGALI LANE, ABIDS, HYDERABAD-500 001.

NOTES:

1. As per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and General Circular No. 09/2024 dated September 19, 2024, the forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and September 19, 2024 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. 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 through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://dhanroto.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020, MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. **Instructions for shareholders for remote e-Voting and e-Voting during AGM and joining meeting through VC/OAVM are as under:**
 - (i) The voting period begins on 16/09/2025 from 09:30 AM and ends on 18/09/2025 at 05:00 PM. 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 12/09/2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote through venue voting option.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp" 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no : 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting **for shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual And Physical Form
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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).

After entering these details appropriately, click on “SUBMIT” tab

- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xv) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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 linked in the login 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; info@dhanroto.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM/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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. 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**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at **022-23058738 and 022-23058542/43**.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on **022-23058542/43**.

Documents and Registers for inspection:

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. 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.

NOTE ON DIVIDEND

The Company shall make payment of Dividend for the financial year ended 31st March, 2025 at the rate of Rs. 1.50 (15%) per equity share of Rs. 10/- each as recommended by the Board of Directors, if declared at the AGM of the Company to be held on 19th September, 2025.

The Dividend as above will be paid after AGM within the timeline as per applicable provisions of the Companies Act, 2013 to the members whose names are borne on the Companies Register of members on 12th September, 2025 or to their mandates. In respect of shares held in dematerialized forms, the dividend will be paid on the basis of details of beneficial ownership to be received from the depositories as on 12th September, 2025. The record date for payment of dividend is 12th September, 2025.

Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates.

For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The Shareholders are requested to update their PAN with CIL Securities Ltd. (in case of shares held in physical mode) and depositories (in case of shares held in demat mode).

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

Sd/-
Narayan Inani
Managing Director cum CFO
(DIN: 00525403)

Place: Thimmapur
Date: 19/08/2025

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) 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 Special business mentioned under Item Nos. 4 to 9 of the accompanying Notice:

ITEM NO.4:**TO CONSIDER AND APPROVE THE RELATED PARTY TRANSACTIONS OF THE COMPANY**

The Company is engaged in activities of trading of wood pulp and other related articles. In furtherance of its business activities, the Company needs reliable and efficient employees. Therefore, related parties are appointed in office or place of profit as per provisions of section 188 of the Companies Act, 2013 and rules made there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

All related party transactions of the Company are at arm's length and in the ordinary course of business. The Company has a well-defined governance process for the related party transactions undertaken by it. These transactions are independently reviewed by Audit Committee. Further, all related party transactions are undertaken after obtaining prior approval of the Audit Committee. The Audit Committee of the Company currently comprises two independent directors and one Executive Director. All related party transactions have been unanimously approved by the Audit Committee after satisfying itself that the related party transactions are at arm's length and in the ordinary course of business.

As per provision of sub-section (1) of Section 188 read with rule 15 of Companies (Meeting of Board and its Powers) Rules 2014, a company needs to obtain prior approval of shareholders by way of an Ordinary Resolution for appointment of any related party to any office or place of profit in the company, its subsidiary company or associate company at a monthly remuneration of above Rs. 2,50,000 and also for availing or rendering of services for any related party.

Pursuant to provisions of the Companies Act, 2013, your Board of Directors of the Company recommends the approval of the following Related Party transactions of the Company w.e.f. 1st October, 2025 in terms of the table as set out below:

Transactions u/s 188 of Companies Act, 2013		
Name of Related Parties	Nature of transaction	Maximum amount payable per month
Rajkumar Inani	Availing or rendering of any services cum Appointment to any office or place of profit- Consultancy Fees	Rs. 4,00,000
Srinidhi Inani	Appointment to any office or place of profit- Payment of remuneration as CFO	Rs. 5,00,000

All prescribed disclosures as required to be given under the provisions of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 are given here in below in a tabular format for kind perusal of the members:

Other Disclosures:

a) Name of the related party and nature of relationship	As mentioned below	
	Name of the party	Relationship
	Rajkumar Inani	Brother of Mr. Narayan Inani, Managing Director and CFO and Mr. Anirudh Inani, Whole Time Director and Chairman of the Company and father of Mr. Keshav Inani, Whole Time Director and CEO of the Company
	Srinidhi Inani	Wife of Mr. Keshav Inani, Whole Time Director and CEO of the Company
b) Nature, duration of the contract and particulars of the contract or arrangement:	Rajkumar Inani Payment of Consultancy fees Appointment is made or services are availed for such term as mutually decided and agreed between the Company and related party from time to time.	
	Srinidhi Inani Payment of Remuneration Appointment is made for such term as mutually decided and agreed between the Company and related party from time to time.	
c) Material terms of the contract or arrangement including the value, if any	Maximum Monthly fee of Rs. 4,00,000 to Mr. Rajkumar Inani	
	Monthly Remuneration of Rs. 5,00,000 per month to Mrs. Srinidhi Inani	
d) Any advance paid or received for the contract or arrangement, if any	Nil	
e) Manner of determining the pricing and other commercial terms both included as part of contract and not considered as part of the contract	All proposed transactions are carried out as per the business requirements of the Company and are ensured to be on arm's length basis.	
f) Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors	All factors have been considered.	

g) Any other information relevant or important for the members to take a decision on the proposed transaction/ resolution	Nil
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Members are hereby informed that pursuant to second proviso of section 188(1) of the Companies Act, 2013, no member of the company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party.

Hence the Resolution set out at item No.4 of the notice is put forth for consideration of the members as Ordinary Resolution pursuant to section 188 of the Companies Act, 2013 as an abundant precaution and in the best interest of the Company.

Except Mr. Narayan Inani, Mr. Anirudh Inani and Mr. Keshav Inani, Directors and their relatives, none of the members or their relatives is concerned or interested in the above resolution.

ITEM NO. 5

TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. NARAYAN INANI AS MANAGING DIRECTOR OF THE COMPANY

Mr. Narayan Inani was re-appointed and re-designated as Managing Director from Whole-Time Director, effective from September 1, 2023, for a three-year term, concluding on August 31, 2026.

Nomination and Remuneration committee keeping in view his vast and rich experience and expertise has recommended the Board his re-appointment as Managing Director and your Board of Directors at their meeting held on 19th day of August, 2025 re-appointed him as Managing Director w.e.f. September 1, 2026 to hold office till August 31, 2029 subject to the approval of members.

The terms of his re-appointment are as follows:

1. Remuneration of Rs.6,00,000 per month
2. Period of Re-Appointment: September 1, 2026 to August 31, 2029.
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. Increase of remuneration up to 10% per annum, subject to the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013, as amended from time to time.

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 accordance with the provisions of Companies Act, 2013 and schedule V is set out below.

Except Mr. Narayan Inani, being an appointee, and Mr. Keshav Inani & 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. 5.

ITEM NO. 6

TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. ANIRUDH INANI AS WHOLE-TIME DIRECTOR OF THE COMPANY

Mr. Anirudh Inani was re-appointed as Whole-Time Director, effective from July 1, 2024, for a term concluding on August 31, 2026.

Nomination and Remuneration committee keeping in view his vast and rich experience and expertise has recommended the Board his re-appointment as Whole Time Director and your Board of Directors at their meeting held on 19th day of August, 2025 re-appointed him as Whole Time Director w.e.f. September 1, 2026 to hold office till August 31, 2029 subject to the approval of members.

The terms of his re-appointment are as follows:

1. Remuneration of Rs.6,00,000 per month
2. Period of Re-Appointment: September 1, 2026 to August 31, 2029.
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. Increase of remuneration up to 10% per annum, subject to the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013, as amended from time to time.

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 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. Keshav 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

TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. KESHAV INANI AS WHOLE-TIME DIRECTOR OF THE COMPANY

Mr. Keshav Inani was appointed as Whole-Time Director, effective from October 1, 2023, for a three-year term, concluding on August 31, 2026.

Nomination and Remuneration committee keeping in view his vast and rich experience and expertise has recommended the Board his re-appointment as Whole Time Director and your Board of Directors at their meeting held on 19th day of August, 2025 re-appointed him as Whole Time Director w.e.f. September 1, 2026 to hold office till August 31, 2029 subject to the approval of members.

The terms of his re-appointment are as follows:

1. Remuneration of Rs.6,00,000 per month
2. Period of Re-Appointment: September 1, 2026 to August 31, 2029.
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. Increase of remuneration up to 10% per annum, subject to the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013, as amended from time to time.

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 accordance with the provisions of Companies Act, 2013 and schedule V is set out below.

Except Mr. Keshav Inani, being an appointee, and Mr. Narayan Inani & 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. 7.

ITEM NO. 8

TO CONSIDER AND APPROVE APPOINTMENT OF M/S. BAHETI GUPTA & CO, COMPANY SECRETARIES AS SECRETARIAL AUDITORS OF THE COMPANY

In accordance with Section 204 of the Companies Act 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Company Secretary who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five consecutive years.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on August 19, 2025, subject to the approval of the Members of the Company, proposed appointment of M/s. Baheti Gupta & Co, Company Secretaries as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor commencing from the financial year 2025-26 to the financial year 2029-30.

M/s. Baheti Gupta & Co; is a firm of Practicing Company Secretaries founded in the year 2010. The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed companies. The firm is Peer Reviewed by the Institute of the Company Secretaries of India.

M/s. Baheti Gupta & Co had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in regulation 24A of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The proposed remuneration to be paid to M/s. Baheti Gupta & Co, for the financial year 2025-2026 is Rs. 2,00,000/- (Rupees Two Lakhs only) plus out of pocket expenses and applicable taxes.

For the subsequent years, the Board of Directors will decide the remuneration based on recommendations of Audit Committee.

Accordingly, consent of the Members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

The Board recommends the approval of the Members for appointment of Secretarial Auditors and passing of the Ordinary Resolution set out at Item No. 8 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

ITEM NO.9:

TO CONSIDER AND APPROVE ALTERATION OF MAIN OBJECTS OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

As part of the company's strategic growth plans, the Board of Directors proposes to expand the company's business operations into new industries. This expansion aims to diversify revenue streams, leverage new market opportunities, and enhance shareholder value. The proposed expansion will enable the company to explore fresh avenues for growth, improve competitiveness, and strengthen its market presence.

As per the provisions of Section 13 of the Companies Act, 2013, the alteration of object clause of Memorandum of Association of the Company can be done in a general meeting.

Further the company needs to alter clause III (A) main object clause of the Memorandum of Association of the Company by way of insertion of sub clause 7, 8 & 9 after sub clause 6 of the main objects of the Memorandum of Association.

The objects are relating to the construction, real estates, leasing & solar power.

Thus, the Board of Directors of the company at their meeting proposed the same for the shareholders' approval as required under section 13 of the Companies Act, 2013.

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

None of the Directors of the Company are interested in the above resolution except as shareholders of the Company.

ADDITIONAL DISCLOSURES REQUIRED TO BE MADE IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013 SECTION 197 READ WITH SCHEDULE V OF THE ACT IN RESPECT OF ITEM NO. 5, 6, & 7

The Nomination and Remuneration Committee recommended the re-appointment of Mr. Narayan Inani as Managing Director and Mr. Anirudh Inani and Mr. Keshav Inani as Whole Time Director w.e.f. September 01, 2026 to August 31, 2029. The decision to re-appoint was taken after considering the current position of the Company and prevailing market conditions.

The Committee while approving the remuneration has taken into consideration the limits as specified under Schedule V of the Companies Act, 2013.

Further, the remuneration of Mr. Narayan Inani, Mr. Anirudh Inani & Mr. Keshav Inani is Rs.6,00,000 per month w.e.f 1st April,2025 which was duly approved by the shareholders in a duly held General meeting held on 11th March,2025.

Mr. Narayan Inani, Mr. Anirudh Inani & Mr. Keshav 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-appointment of Mr. Narayan Inani, Mr. Anirudh Inani & Mr. Keshav Inani and payment of the remuneration as tabled below with an increase of remuneration up to 10 % per annum, subject to the limits prescribed under Section 197 and Schedule V of the Companies Act, 2013, as amended from time to time as recommended by the Nomination and Remuneration Committee subject to the approval of members.

Name of the Director	Mr. Narayan Inani, Managing Director	Mr. Anirudh Inani, Whole Time Director	Mr. Keshav Inani, Whole Time Director
Remuneration	6,00,000 per month	6,00,000 per month	6,00,000 per month

**Details of Directors Seeking re-appointment at the Annual General Meeting
and
In pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015**

Name of Director	Narayan Inani	Keshav Inani	Anirudh Inani
DIN	00525403	09296529	02253588
Date of Birth	10/09/1968	10/07/1994	30/04/1980
Date of Appointment	30/09/2003	01/10/2023	30/06/2009
Qualifications	B.COM	MBA	MBA
Expertise in specific functional area	Mr. Narayan Inani is a Commerce graduate and has wide experience in Finance and Administration	Mr. Keshav Inani has done his Master of Business Administration wide experience in the field of Marketing.	Mr. Anirudh Inani has done his Master of Business Administration wide experience in the field of Marketing.
Relationship with the Directors/ Key Managerial Personnel of the Company inter se	Mr. Narayan Inani is the Brother of Mr. Anirudh Inani, Whole Time Director of the Company	Mr. Keshav Inani Son of Mr. Rajkumar Inani (brother of Mr. Narayan Inani & Mr. Anirudh Inani)	Mr. Anirudh Inani is the brother of Mr. Narayan Inani, Managing Director of the Company
List of Directorships of other Listed Companies as at 31st March, 2025	NIL	NIL	NIL
Listed entities from which the Director has resigned in the past three years	NIL	NIL	NIL

Memberships / Chairmanships committees of other Public Relationship Committee Companies (includes only Audit Committee and Stakeholders Relationship Committee (Share holders/ Investors Grievance Committee))	NIL	NIL	NIL
Number of Shares held in the Company	2,56,800	2,85,550	3,35,890

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

I. GENERAL INFORMATION

S.No	Particulars	Particulars			
1.	Nature of Industry	Trading, Import & Export			
2.	Date or expected date of commencement of commercial Production	Your Company is a trading Company and hence no production activity is involved			
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4.	Financial performance during last three years	(Rs. in Lakhs)			
		Particulars	FY 2023-24	FY 2022-23	FY 2021-22
		Total revenue	19660.38	20116.70	11927.34
		Profit After Tax	1307.40	665.34	733.21
5.	Foreign investments or collaborations, if any	Not Applicable. The Company has not entered into any foreign Collaborations.			

II. INFORMATION ABOUT THE DIRECTORS

Background details: Mr. Narayan Inani has done his graduate in Commerce & has wide experience in Finance and administration, Mr. Anirudh Inani & Mr. Keshav Inani have done their Master of Business Administration and has wide experience in the field of Marketing.

Past remuneration:

Year	Mr. Narayan Inani	Mr. Anirudh Inani	Mr. Keshav Inani
FY 2023-24	33,50,000	33,50,000	32,50,000
FY 2022-23	30,00,000	30,00,000	26,00,000
FY 2021-22	30,00,000	30,00,000	26,00,000

Remuneration Proposed: The members of the Company at the general meeting held on 11th March, 2025 have approved the payment of following per month remuneration to the Directors of the Company:

Name of the Director	Mr. Narayan Inani, Managing Director	Mr. Anirudh Inani, Whole Time Director	Mr. Keshav Inani, Whole Time Director
Remuneration	6,00,000 per month	6,00,000 per month	6,00,000 per month

Therefore, the Company proposes to continue with the above-mentioned remuneration for the proposed new term of the Directors.

Comparative remuneration profile with respect to industry size of the Company, profile of the position and person:

Taking into consideration, the size and scale of operations of the Company and the responsibilities shouldered by Mr. Narayan Inani, Mr. Anirudh Inani and Mr. Keshav Inani, the aforesaid remuneration package is commensurate with the remuneration package paid to managerial persons in other companies.

Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any:

"Except as disclosed in the Financial Statements and AOC-2 as per the provisions of the Companies Act, 2013, Accounting standards and SEBI regulations, there are no pecuniary relationships or transactions between the Company and its Directors or managerial personnel, either directly or indirectly, beyond those specifically outlined."

III. OTHER INFORMATION:

1. The performance of the Company in the last two financial years has been impacted due to slowdown in global and Indian economies.
2. 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.
3. The required steps are taken by the Company to improve the Company's performance and profitability in the future

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

Place: Thimmapur
Date: 19/08/2025

Sd/-
Narayan Inani
Managing Director cum CFO
(DIN: 00525403)

BOARD'S REPORT

To The Members,

Your Directors have pleasure to present their 38th Annual Report on the business and operations of the Company together with the audited statements of accounts for the financial year ended 31st March, 2025.

1. FINANCIAL HIGHLIGHTS

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

(Amount in Rs.)

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
Revenue from Operations	1,85,47,13,074	1,96,60,38,495
Other Income	6,93,94,868	9,36,50,856
Total Income	1,92,41,07,942	2,05,96,89,351
Total Expenses before finance cost, depreciation and tax	1,79,60,97,452	1,88,57,74,272
Finance Costs	97,35,700	86,32,730
Depreciation & Amortization Expense	26,03,335	30,00,776
Profits before exceptional and extraordinary items and tax	11,56,71,455	16,22,81,573
Exceptional Items/Prior Period Items	(34,499)	1,27,12,926
Profit Before Tax	11,56,36,956	17,49,94,499
Less: Tax Expenses	3,02,35,250	4,42,53,882
Net Profit After Tax	8,54,01,706	13,07,40,617

2. REVIEW OF OPERATIONS:

During the year under review, your Company has earned a Net Profit of Rs. 8,54,01,706/- when compared to Net Profit of Rs. 13,07,40,617/- in the previous year. Net profit before taxation earned during the year under review amounted to Rs. 11,56,36,956/- as against Rs. 17,49,94,499/- in the previous year.

3. DIVIDEND

The Board has recommended a dividend of Rs. 1.50/- per Equity Share of 10.00/- each (i.e., 15% of face value) for the year ended March 31, 2025. This payment is subject to your approval at the ensuing 38th Annual General Meeting of the Company.

In view of the changes made under the Income Tax Act, 1961, by the Finance Act, 2020, dividend paid or distributed by the Company shall be taxable in the hands of the shareholders. Your Company shall, accordingly, make the payment of the dividend after deduction of tax at source.

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has approved and adopted the Dividend Distribution Policy and the same is available on the Company's website <https://dhanroto.com/investors/>.

4. RESERVES:

The Company proposes to transfer Rs. 8,54,01,706/- to retained earnings for the Financial Year 2024-25. With this addition, the total Reserves & Surplus (including Capital Reserve, Central Subsidy, Investment

Allowance Reserve, Revaluation surplus & Retained Earnings) as on March 31, 2025 is Rs.49,10,83,335 /- as against the Paid-up Capital of Rs.7,80,06,000/-.

5. DIRECTORS:

Mr. Keshav Inani, Whole Time Director of the company retires at this Annual General Meeting and being eligible, seeks reappointment. The Board recommended his appointment.

Mr. Rajkumar Inani, Whole Time Director and Ms. Natasha Inani, Non-Executive Director of the Company resigned from their designation w.e.f. 01/04/2024 and the same was noted at the Board meeting held on 30th March, 2024.

The second term of Mr. Shyamsundar Jakhota, Mr. K.N. Prasad and Mr. Simanth Roy Chowdhury as Independent Directors of the Company was upto 31st March, 2024. Therefore, the said Directors ceased to be the Directors of the Company from 01st April, 2024.

Mr. Vivek Baheti, Mr. Dhanraj Soni and Ms. Anushree Athasniya were appointed as Additional Independent Directors of the Company w.e.f 01/04/2024 and the same were regularized at Annual General Meeting held on 29th June, 2024.

Apart from above, there were no other changes in the composition of the board during the year under review.

6. INDEPENDENT DIRECTORS (DECLARATION OF INDEPENDENT DIRECTOR)

The Company has received necessary declaration from each independent director under section 149(7) of the Companies Act, 2013 that they meet the criteria of independence laid down in section 149(6) of the Companies Act, 2013.

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

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

Details of Board Meetings						
Date of Board Meeting	Narayan Inani	Anirudh Inani	Keshav Inani	Dhanraj soni	Vivek baheti	Anushree Atasniya
21-05-2024	Yes	Yes	Yes	Yes	Yes	Yes
03-06-2024	Yes	Yes	Yes	Yes	Yes	Yes
29-07-2024	Yes	Yes	Yes	Yes	Yes	Yes
12-08-2024	Yes	Yes	Yes	Yes	Yes	Yes
09-09-2024	Yes	Yes	Yes	Yes	Yes	Yes
08-10-2024	Yes	Yes	No	Yes	Yes	Yes
07-11-2024	Yes	Yes	Yes	Yes	Yes	Yes
10-02-2025	Yes	Yes	Yes	Yes	Yes	Yes
11-03-2025	Yes	Yes	Yes	Yes	Yes	Yes
27-03-2025	Yes	Yes	Yes	Yes	Yes	Yes
28-03-2025	Yes	Yes	Yes	Yes	Yes	Yes
Total No. of meetings attended	11	11	10	11	11	11

8. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits 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, 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, Hyderabad were appointed as Statutory Auditors for a period of 5 years at the Annual General Meeting held on 29/09/2022 and holds office till the conclusion of 40th Annual general meeting to be held in the year 2027.

Further the Auditors' Report is unmodified i.e. it does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this annual report.

10. SECRETARIAL AUDITOR:

M/s. Baheti Gupta & Co., Company Secretaries, were appointed at the Board Meeting held on 21st May, 2024 to conduct the secretarial audit of the Company for financial year 2024-25, as required under section 205 of the Companies Act, 2013 and rules made thereunder.

The Secretarial audit report for financial year 2024-25 forms part of the Annual Report as 'ANNEXURE-A' to the Boards Report. Further the Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

As per the regulation 24(1) A M/s Baheti Gupta & Co., Company Secretaries, Hyderabad are proposed for the appointment as secretarial auditor for a period of 5 years at the ensuing Annual General Meeting to be held on 19/09/2025 who shall hold office till the conclusion of the Annual general meeting to be held in the year 2030.

11. INTERNAL AUDITORS:

M/s. M. Jhavar & Associates., Chartered Accountants, performs the duties of internal auditors of the company and their report is reviewed by the Audit committee from time to time.

12. COST AUDIT:

The Central Government has not prescribed the maintenance of cost records under section 148 (1) of the Companies Act, 2013 for any of the goods dealt in by the Company.

13. ANNUAL RETURN:

The copy of the Annual Return as on 31st March, 2025 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the company and the same can be accessed at <https://www.dhanroto.com>.

14. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:

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

15. LOANS, GUARANTEES, INVESTMENTS MADE OR SECURITIES PROVIDED:

The details of the loans given by the company and investments made pursuant to section 186 of the Companies Act, 2013 are disclosed in the financial statements as required under the provisions of the Companies Act, 2013. Further the Company has not given any guarantee or provided security during the year under review.

16. RELATED PARTY TRANSACTIONS:

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. All Related Party Transactions were placed before the Audit Committee and also the Board for approval. Detailed information about the related party transactions is enclosed in form AOC-2 as **Annexure-B**

The policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company at <https://dhanroto.com/investors/>.

17. DEPOSITS:

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

18. LISTING ARRANGEMENTS:

Company's shares are presently listed on The Bombay Stock Exchange Limited & other details are listed below:

Stock Exchange Name	The BSE Limited
Scrip Code	521216
Scrip Name	DHANROTO
ISIN	INE220C01012

19. 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. 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	2024-25 Amount (Rs.)	2023-24 Amount (Rs.)
Earnings:	3,80,40,939	5,83,51,438
Outgo:	1,72,49,42,276	1,71,57,87,222

20. 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 One Crore and Two Lakhs 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 Eight lakh and Fifty thousand 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 of Managerial Personnel) Rules, 2014 of the Companies Act, 2013.

21. 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.

22. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

23. TRANSFER OF UNCLAIMED DIVIDEND FUND:

The Company has transferred unclaimed dividend to the separate bank account as per the provisions of Section 125(2) of the Companies Act, 2013.

24. MATERIAL CHANGES AND COMMITMENT IF ANY:

There are no material changes and commitments affecting financial position of the company during the year under review.

25. BUSINESS RISK MANAGEMENT POLICY:

Global events have challenged nearly every company, leading to a rethink of assumptions and adaption of strategies to a new operating environment that involves managing major risks with a renewed focus on the safety of people.

The Company has adopted a Risk Management Plan for implementation of Enterprise Risk Management (ERM) framework. As per the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Board shall establish a Risk Management Plan/ Policy and the Audit Committee shall evaluate the Risk Management systems periodically.

In line with this requirement, the Board is responsible for initiating and instituting the ERM framework and setting the requisite tone at the top for implementation of the ERM framework. Further, the Board shall be responsible for overseeing measures for managing risk. The Plan also envisages a key role for the Audit Committee which shall periodically (at least annually) review the adequacy of Risk Management Systems, recommend improvements if needed, discuss with external consultants, Internal Auditors to test the adequacy and effectiveness of the Risk Management System.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities.

Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

26. CORPORATE SOCIAL RESPONSIBILITY:

The Annual Report on CSR activities in terms of the requirements of Companies (Corporate Social Responsibility Policy) Rules, 2014 is annexed as **Annexure– C** which forms part of this Report.

27. CORPORATE GOVERNANCE REPORT:

Your Company is in compliance with all the applicable provisions of Corporate Governance as stipulated under Chapter IV of the Listing Regulations. A report on Corporate Governance as required under the Listing Regulations is provided in **Annexure – D** which forms part of the Report. A Certificate from M/s Baheti Gupta Co, Practicing Company Secretaries regarding compliance with the conditions stipulated in the Listing Regulations forms part of the Corporate Governance Report.

28. BOARD EVALUATION:

Pursuant to the provisions of Companies Act, 2013 and according to SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee.

Policy:

1. The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.
2. In evaluating the suitability of individual Board member the Nomination and Remuneration Committee may take into account factors, such as:
 - General understanding of the company's business dynamics, global business and social perspective;
 - Educational and professional background
 - Standing in the profession;
 - Personal and professional ethics, integrity and values;
 - Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

2.1 The proposed appointee shall also fulfil the following requirements:

- shall possess a Director Identification Number;
- shall not be disqualified under the companies Act, 2013;
- shall endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
- shall abide by the code of Conduct established by the company for Directors and senior management personnel;
- shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
- Such other requirements as may be prescribed, from time to time, under the companies Act, 2013.

3. Criteria of independence

3.1. The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.

3.2. The criteria of independence shall be in accordance with guidelines as laid down in Companies Act, 2013 and Regulation 16(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3.3. The Independent Director shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

4. Other directorships/ committee memberships

4.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The Nomination and Remuneration Committee shall take into account the nature of and the time involved in a directory service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.

4.2 None of the Director of the Company is holding Directorship in other company in excess of the limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further the membership and chairmanship held by the Directors in different committees of the Board across all the companies is within the limits prescribed therein.

4.3 The details of the Directors, Committee members and chairmanships is given in clause 7 above of this report.

29. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has in place a Sexual Harassment Policy in compliance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company always endeavors to create and provide an environment that is free from discrimination and harassment including sexual harassment.

The Directors further states that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

30. AUDIT COMMITTEE: (CONSTITUTED IN TERMS OF SECTION 177 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 18 OF SEBI LODR REGULATIONS, 2015) & VIGIL MECHANISM.

A. AUDIT COMMITTEE

The Company has constituted a qualified and independent Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company. The primary

objective of the Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensuring accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting. The Committee adheres to the Companies Act, 2013 in terms of quorum for its meetings, functioning, role and powers as also those set out in the. The functions of the committee include:

- Overseeing the company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation of appointment and removal of external auditor, fixation of audit fee and also approval for payment for any other services;
- Review of adequacy of internal audit function, including the reporting structure, coverage and frequency of internal audit;
- Review of the company's financial and risk management policies;
- Review of the financial reporting system and internal control systems;
- Approve quarterly, half yearly and annual financial results including major accounting entries involving exercise of judgment by the management;
- Representation by the Statutory Auditors to the management in regard to any internal control weaknesses observed by them during the course of their audit and the action taken by the management thereon;
- Discussions with Statutory and Internal Auditors on matters related to their area of audit;
- Management Discussion & Analysis of the company's operations;
- Review of significant related party transactions;
- Review of implementation of the Fraud Risk Management Policy and the Fraud Risk Assessment Reports;
- Recommendation for appointment of Statutory Auditors and their remuneration;

The Committee consists of qualified and Independent Non-Executive Directors. All the Members on the Committee have the requisite qualification for appointment on the Committee and possess sound knowledge of finance, accounting practices and internal controls.

The Committee members met four times during the financial year 2024-25:

The Managing Director and Executive Directors of the company as well as the Internal and Statutory Auditors of the company, attend Committee meetings to brief the Members. The Committee also invites Business and Departmental Heads, to discuss matters concerning their business / departments, as and when it deems necessary.

The composition of the Audit Committee and the details of meetings attended by its members are given below:

The Audit Committee met Four times during the year on 21-05-2024, 12-08-2024, 07-11-2024 and 09-02-2025.

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Vivek baheti	Chairperson	Non-Executive - Independent Director	4	4
Narayan Inani	Member	Executive Director	4	4
Anushree Atasniya	Member	Non-Executive - Independent Director	4	4

B. VIGIL MECHANISM

The Vigil Mechanism as envisaged in the Companies Act, 2013, the Rules prescribed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is implemented through the Company's Whistle Blower Policy to enable the Directors, employees and all stakeholders of the Company to report genuine concerns, to provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee.

31. NOMINATION AND REMUNERATION COMMITTEE: (CONSTITUTED IN TERMS OF SECTION 178 OF THE COMPANIES ACT, 2013 READ WITH REGULATION 19 OF SEBI LODR REGULATIONS, 2015).

The "Nomination and Remuneration Committee" is governed by a Charter duly approved by the Board of Directors of the Company and in compliance with Section 178 of Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The remuneration policy as adopted by the company envisages payment of remuneration according to qualification, experience and performance at different levels of the organization. The Directors as well as those rendering clerical, administrative and professional services are suitably remunerated according to the industry norms.

The terms of reference of the Committee inter alia, include the following:

- Succession planning of the Board of Directors and Senior Management Employees;
- Identifying and selection of candidates for appointment as Directors / Independent Directors based on certain laid down criteria;
- Identifying potential individuals for appointment as Key Managerial Personnel and to other Senior Management positions;
- Formulate and review from time to time the policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management Employees and their remuneration;
- Review the performance of the Board of Directors and Senior Management Employees based on certain criteria as approved by the Board. In reviewing the overall remuneration of the Board of Directors and Senior Management, the Committee ensures that the remuneration is reasonable and sufficient to attract, retain and motivate the best managerial talent, the relationship of remuneration to performance is clear and meets appropriate performance benchmarks and that the remuneration involves a balance between fixed and incentive pay reflecting short term and long term objectives of the Company.

A. COMPOSITION OF THE COMMITTEE, MEETINGS AND ATTENDANCE DURING THE YEAR:

The Nomination and Remuneration Committee met one time during the year on 09-02-2025.

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Vivek Baheti	Chairperson	Non-Executive Director (Independent)	1	1
Dhanraj Soni	Member	Non-Executive Director (Independent)	1	1
Anushree Atasniya	Member	Non-Executive Director (Independent)	1	1

32. STAKEHOLDER'S RELATIONSHIP COMMITTEE: (Constituted in terms of Section 178 of the Companies Act, 2013 read with Regulation 20 of SEBI LODR Regulations, 2015).

The Company has constituted a Stakeholders' Relationship Committee in compliance with Section 178 of the Companies Act, 2013 and the SEBI (Listing Obligations and disclosure Requirements) Regulations, 2015 to deal with various matters relating to:

- Approve / refuse / reject registration of transfer / transmission / transposition of shares.
- Authorize:

- (i) Issue of duplicate share certificates and issue of share certificates after split / consolidation / dematerialization of shareholding.
- (ii) Printing of Share Certificates.
- (iii) Affixation of Common Seal of the Company on Share Certificates.
- (iv) Directors / Managers / Officers / Signatories for signing / endorsing Share Certificates.
- (v) Necessary applications / corporate actions to Stock Exchanges and Depositories arising out of and incidental to the exercise of options by the employees.
- Monitoring expeditious redressal of investors' grievances.
- Non-receipt of Annual Report and declared dividend.
- All other matters related to shares.

A. Composition:

The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

The Stakeholders' Relationship Committee met Three times during the year on 13-09-2024, 03-10-2024 and 01-02-2025

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Anushree Atasniya	Chairperson	Non-Executive - Independent Director	3	3
Dhanraj Soni	Member	Non-Executive - Independent Director	3	3
Keshav Inani	Member	Executive Director	3	3

33. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2024-25

NUMBER OF COMPLAINTS	NUMBER
Number of complaints received from the investors comprising non-receipt of securities sent for transfer and transmission.	NIL
Complaints received from SEBI / Registrar of Companies / Bombay Stock Exchange / National Stock Exchange/ SCORE and so on	NIL
Number of complaints resolved	NA
Number of complaints not resolved to the satisfaction of the investors as on March 31, 2025	NA
Complaints pending as on March 31, 2025	NIL
Number of Share transfers pending for approval, as on March 31, 2025	NIL

34. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

a) Industry Structure and Developments:

The Company is mainly engaged in Trading Activity in the line of Textiles, Paper and Wood Pulp. The Company has established itself in Paper and Wood Pulp market.

b) Opportunities and threats:

The Company feels happy to inform that it has established itself in the Indian Wood Pulp Market. Giving timely and excellent services Company has established dedicated customers whose base is steadily improving. However, the Wood Pulp market fluctuates according to international rates which effect margins and being a trader, the company is very much dependent on buyers and sellers for its growth.

The Pulp and Paper industry is important for several reasons. The opportunities for the paper and pulp industries are resource efficiency and bio-economy. The continuous improvements in technology can further reduce environmental impacts and optimize the use of resources.

The Indian paper sector is now being crushed by a lack of waste cuttings or waste paper, high costs for pulp, fibre, newsprint, container issues, such as rising freight charges, rising coal, chemicals and other inputs rates and lastly due to ongoing trade wars in the world. During the year under review, the international market for wood pulp was highly fluctuating.

c) Outlook:

In the Business support services your company is participating in the Tenders called by the Government, Semi-government and private companies. In the Business support Service sector the company is receiving regular work, not only from its existing clients but is also exploring opportunities from new clients. In the Financial Sector the share market was very volatile and hence your company taking adequate measures to ensure proper investment decision.

d) Segment wise or product wise reporting

The Company is engaged in only one segment and trades in the wood pulp. Performance of the Company is satisfactory due to the down turn in international markets largely affected by the events such as war like situations in countries and sluggish economic growth. Further it is envisaged that there will be improvement in the coming years and international markets will revive.

e) Risk and Concerns:

Wood Pulp rates fluctuate according to international market and being a trader, Company is dependent on its buyers and suppliers. The Company is exposed to stiff competition and foreign currency fluctuations in its operation. Commodity export market has good scope however, Company has to compete and supply goods at international prices. Government policies on commodity export keep on changing based on local production/consumption pattern.

f) Internal Control system and their adequacy:

The Company has a proper and adequate system of internal control proportionate to its size and volume of business. The internal control system of the Company is designed to ensure that the financial and other records are reliable for preparing financial statements and other data for maintaining accountability of assets.

g) Discussion on Financial Performance with respect to Operational Performance:

The Financial Statements are prepared under the historical cost convention in accordance with Indian generally accepted accounting principles and the provisions of Indian Companies Act, 2013. All Income and Expenditure having a material bearing on the Financial Statements are recognized on accrual basis. The Management has taken utmost care for the integrity and the objectivity of these Financial Statements, as well as for various estimates and judgments used therein.

h) Material developments in Human Resources/Industrial Relations front, including number of people involved:

The Company continues to maintain excellent relationship with its buyers and sellers. Relationship with the staff is quite cordial and supportive for continuous human resource development.

i) **Details of significant changes in following key financial ratios as compared to the immediately previous financial year:**

S.No.	Particulars	2023-24	2024-25	% Change	Remarks for variation
i)	Inventory Turnover	524.35	31.14	-94.06%	Working Capital Management Deteriorated
ii)	Interest Coverage Ratio	220.79	186.75	-15.42%	Performance of the Company deteriorated due to higher finance Cost
iii)	Debtors Turnover	6.53	7.15	9.52%	Ratio improved leading to shorter payments cycle.
iv)	Current Ratio	2.44	2.51	2.93%	Increase in liquid assets relative to its short-term liabilities
v)	Debt Equity Ratio	0.02	0.12	372.21%	Less financial stability for the business due to increase in borrowings
vi)	Operating Profit Margin (%)	8.80	8.58	-2.49%	Decrease in profits are due to increase in expenses
vii)	Net Profit Margin (%)	0.07	0.05	-30.76%	Decrease in profits are due to increase in expenses

j) Changes in return on Net Worth as compared to the immediately previous financial year is (67.34%)

Cautionary Statement:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factor.

35. 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. Vivek Baheti as Chairperson, Mr. Dhanraj Soni and Mrs. Anushree Atasniya as members. The remuneration and sitting fees paid to the Board members are based on the recommendation of Nomination and Remuneration Committee.

Policy:

1. Remuneration to Executive Director and key managerial personnel

- 1.1 The Board on the recommendation of the Nomination and Remuneration (NR) Committee shall review and approve the remuneration payable to the Executive Director of the company within the overall limit approved by the shareholders.
- 1.2 The Board on the recommendation of the Nomination and Remuneration Committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

- 1.3 The remuneration structure to the Executive Director and key managerial personnel shall include Basic pay and Perquisites and Allowances
- 1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the Nomination and Remuneration Committee and Annual performance Bonus may be approved by the committee based on the achievement against the Annual plan and Objectives.

2. Remuneration to Non – Executive Directors

- 2.1 Presently the Company's policy on remuneration does not provide for remuneration to non-executive Directors except for payment of sitting fees for attending the meetings of the Board.
- 2.2. Further the Executive Directors are not paid any sitting fees for attending meetings of the Board.

3. Remuneration to other employees

- 3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

Remuneration to Directors:

The remuneration and perks paid during the year to Mr. Narayan Inani, Managing Director is Rs. 36,00,000/-, Mr. Anirudh Inani, Whole time Director is Rs. 36,00,000/- and Mr. Keshav Inani, Whole time Director is Rs. 36,00,000/-

Sitting Fees:

Details of Sitting Fees paid to Non- Executive Directors are as under:

Non- Executive Directors	Sitting Fees (Rs)
Mr. Dhanraj Soni	22000
Mrs. Anushree Atasniya	22000
Mr. Vivek Baheti	22000

36. SECRETARIAL STANDARDS

The company is in compliance with all the Secretarial Standards as issued by the Institute of Company Secretaries of India and notified by the Ministry of Corporate Affairs.

37. INDEPENDENT DIRECTORS' MEETING:

As per clause 7 of the schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent Directors) was held on 10/02/2025 to discuss:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors of the Company were present at the meeting. As required under Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company etc.

The meeting also reviewed and evaluated the performance of non-independent directors. The Company has 3 non-independent directors namely:

- i.) Mr. Narayan Inani – Managing Director cum CFO
- ii.) Mr. Anirudh Inani – Whole Time Director cum Chairman
- iii.) Mr. Keshav Inani – Whole Time Director cum CEO

The meeting recognized the significant contribution made by Mr. Narayan Inani as Managing Director in directing the Company towards the success path. The meeting also reviewed and evaluated the performance of the Board as whole in terms of the following aspects:

- Preparedness for Board/Committee meetings
- Attendance at the Board/Committee meetings
- Guidance on corporate strategy, risk policy, corporate performance and overseeing acquisitions and disinvestments.
- Monitoring the effectiveness of the company's governance practices
- Ensuring a transparent board nomination process with the diversity of experience, knowledge, perspective in the Board.
- Ensuring the integrity of the company's accounting and financial reporting systems, including the independent audit and that appropriate systems of control are in place, in particular, systems for financial and operational control and compliance with the law and relevant standards.

It was noted that the Board Meetings have been conducted with the issuance of proper notice and circulation of the agenda of the meeting with the relevant notes thereon.

38. SHARE CAPITAL

A. RIGHTS ISSUE OF SHARES

No shares were issued on rights basis during the year under review.

B. PREFERENTIAL ALLOTMENT OF SHARES ON PRIVATE PLACEMENT BASIS

No Preferential allotment of shares on private placement basis was made during the year under review.

C. BUY BACK OF SECURITIES

The Company has not bought back any of its securities during the year under review.

D. SWEAT EQUITY

The Company has not issued any Sweat Equity Shares during the year under review.

E. BONUS SHARES

There was a bonus issue this year of Rs. 3,90,03,000 (Rupees Three Crores Ninety Lakhs and Three Thousand only) consisting of 39,00,300 Equity Shares of Rs. 10 each.

The Bonus Equity Shares were issued out of retained earnings of the Company after obtaining the approval of the Shareholders at the Extra Ordinary General Meeting of the Company held on 11th day of March, 2025, on 1:1 ratio i.e. 1 (One) New fully paid-up equity share of Rs. 10/- (Rupees Ten Only) each for every 1 (one) existing fully paid-up equity share of Rs. 10/- (Rupees Ten Only) each, to the eligible equity shareholders of the Company as on record date.

F. EMPLOYEES STOCK OPTION PLAN

The Company has not provided any Stock Option Scheme to the employees.

G. SHARES WITH DIFFERENTIAL VOTING RIGHTS

The Company has not issued any Equity Shares with differential voting rights during the financial year under review.

39. 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:

Name of the Director	Remuneration of the F.Y.2024-25	Remuneration of the F.Y. 2023-2024	% increase in the Remuneration in 2025 as compared to 2024	Ratio of Remuneration to MRE
Narayan Inani, Managing Director cum CFO	36,00,000	33,50,000	7.46%	1.11
Keshav Inani, Whole Time Director cum CEO	36,00,000	32,50,000	10.77%	1.11
Anirudh Inani, Whole Time Director	36,00,000	33,50,000	7.46%	1.11
Pooja Gadhia, Company Secretary	6,50,000	5,85,000	11.11%	0.2

***Note:** The comparative details of remuneration of Mr. Rajkumar Inani and Ms. Natasha Inani for the f/y 2023-24 and 2024-25 is not disclosed in the above table as they have resigned as Directors of the Company w.e.f. 01st April, 2024.

OTHER DISCLOSURES:

The total numbers of permanent employees of the company are Nine (9).

The total remuneration paid to Directors was Rs. 108.00 Lakhs against the net profits of the company after tax amounting to Rs. 854.02 Lakhs.

There was 10.16% increase in the median remuneration of employees in the current financial year.

Average percentage increase made in the salaries of employees other than managerial personnel in the financial year i.e., 2024-25 was 22.16% and also there was 7.46% increase in managerial remuneration for the Financial Year 2024-25. While calculating the percentage increase in the Managerial remuneration, the remuneration paid to Mr. Keshav Inani for the part of the financial year 2023-24 is not considered.

Change in remuneration, if any, of the Managing Director, Whole Time Director and Executive Director is decided based on the individual performance, inflation, prevailing industry trends and benchmarks.

Non-Executive Directors and Independent Directors are paid sitting fees only for the meetings of the Board attended by them. Further no sitting fees are paid for attending the meetings of the committees of the Board.

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.

Further as per Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 a statement showing the names of the top ten employees in terms of remuneration drawn is as under:

Name	Designation	Remuneration	Nature of Employment	Qualification and Experience	Date of Commencement of Employment	Age	Last Employment	% of equity shares held
Sangita Inani	Sales Executive	32,50,000	Permanent unless otherwise agreed	Graduate	1-4-2009	51	Anirudh Marketing	2%
Divya Inani	Purchase Executive	32,50,000	Permanent unless otherwise agreed	Graduate	1-4-2009	58	Karmang hat Securities (P) Ltd	2.34%
Srinidhi Inani	Digital Marketing and IT Upkeep	32,50,000	Permanent unless otherwise agreed	Graduate	1-1-2022	30	Social Beat	0.24%
Vasundhara Inani	Marketing Executive	32,50,000	Permanent unless otherwise agreed	Graduate	01-07-2021	25	Vanhuesen and Tetra Minds Marketing	2%
Natasha Inani	Chief Information Officer	32,50,000	Permanent unless otherwise agreed	Graduate	01-04-2024	42	Shrimannan rayan Enterprises (P) Limited	3.48%
Pooja Gadhia	Company Secretary Cum Compliance Officer	6,50,000	Permanent unless otherwise agreed	Company Secretary	01-03-2022	30	Basai Steels and Power Private Limited	0%

Relationship of Employee with the Director or Manager of the company.

Sangita Inani Spouse of Mr. Narayan Inani, Managing Director of the Company.

Divya Inani Mother of Mr. Keshav Inani, Whole Time Director of the Company

Srinidhi Inani wife of Mr. Keshav Inani, Whole Time Director of the Company

Vasundhara Inani Daughter of Mr. Narayan Inani, Managing Director of the Company.

Natasha Inani Wife of Mr. Anirudh Inani, Whole Time Director of the Company

Pooja Gadhia not a relative of the Directors of the Company

40. DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

As per Regulation 34(3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company hereby discloses the details of unpaid/unclaimed dividend and the respective share thereof as follows:

Aggregate No. of Shareholders and the outstanding shares in the suspense account at the beginning of the year.	NA
No. of shareholders who approached the Company for transfer of shares from suspense account during the year.	NA
No. of shareholders to whom shares were transferred from suspense account during the year.	NA
Aggregate No. of Shareholders and the outstanding shares in the suspense account at the end of the year.	NA

41. 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 Companies activities during the year under review. Your Directors also acknowledges gratefully the shareholders for their support and confidence reposed on your Company.

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

Place: Thimmapur
Date: 19/08/2025

Sd/-
Narayan Inani
Managing Director cum CFO
(DIN: 00525403)

Sd/-
Anirudh Inani
Whole Time Director
(DIN: 02253588)

Annexure-A

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31-03-2025

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

To,
The Members,
DHANALAXMI ROTO SPINNERS LIMITED
Survey.No.114 & 115,Station Road, Thimmapur,
Rangareddy District, Telangana—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 31/03/2025, 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 31/03/2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period);**
- (v) 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, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - (d) 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, 2018 **(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.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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

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. There were few changes in the composition of the Board of Directors during the period under review.

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 Baheti Gupta & Co.,
Company Secretaries**

**Sd/-
(Shailesh Baheti)
(M. No:8159)
(CP No.9017)**

UDIN: F008159G001035966

**Place: Hyderabad
Date: 19/08/2025**

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

Annexure - I

To,
The Members,
DHANALAXMI ROTO SPINNERS LIMITED
Survey.No.114 & 115, Station Road, Thimmapur,
Rangareddy District, Telangana—509325.

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. Whereever 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 Baheti Gupta & Co.,
Company Secretaries**

**Sd/-
(Shailesh Baheti)
(M. No:8159)
(CP No.9017)**

UDIN: F008159G001035966

**Place: Hyderabad
Date: 19/08/2025**

ANNEXURE-B**FORM NO. AOC -2**

(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 arm's length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis - NIL**2. Details of contracts or arrangements or transactions at Arm's length basis.**

SL. No.	Particulars	Particular			
1.	Name (s) of the related party & nature of relationship	Mr. Rajkumar Inani, Brother of Mr. Narayan Inani and Mr. Anirudh Inani, and Father of Mr. Keshav Inani, Directors of the Company	Mrs. Vasundhara, Inani Daughter of Mr. Narayan Inani, Managing Director and CFO of the Company	Mrs. Srinidhi Inani, Wife of Mr. Keshav Inani, Whole Time Director and CEO of the Company	Mrs. Sangita Inani, Wife of Mr. Narayan Inani, Managing Director and CFO of the Company
2.	Nature of contracts/arrangements/transaction	Consultancy & Professional fees	Payment of Salary	Payment of Salary	Payment of Salary
3.	Duration of the contracts/arrangements/transaction	As per the business requirements of the company.	Appointment is made for such term as mutually decided and agreed between the company and related party from time to time.	Appointment is made for such term as mutually decided and agreed between the company and related party from time to time.	Appointment is made for such term as mutually decided and agreed between the company and related party from time to time.
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Transactions are based on Ordinary course of Business and at arm' length basis, amounting to Rs. 25,00,000	Monthly remuneration of Rs. 2,50,000 per month for 12 months plus bonus for one month reviewed by the Board of Directors from time to time	Monthly remuneration of Rs. 2,50,000 per month for 12 months plus bonus for one month reviewed by the Board of Directors from time to time	Monthly remuneration of Rs. 2,50,000 per month for 12 months plus bonus for one month reviewed by the Board of Directors from time to time
5.	Date of approval by the Board	30/03/2024	01/09/2023	01/09/2023	01/09/2023
6	Amount paid as advances, if any	Nil	Nil	Nil	Nil

SL. No.	Particulars	Particular			
1.	Name (s) of the related party & nature of relationship	Mrs. Divya Inani, Mother of Mr. Keshav Inani, Whole Time Director and CEO of the Company	Mrs. Natasha Inani, Wife of Mr. Anirudh Inani chairman & Whole time Director of the Company	Shrimannarayan Enterprises Private Limited, Associates	Shrimannarayan Enterprises Private Limited, Associates
2.	Nature of contracts/arrangements/transaction	Payment of remuneration	Payment of remuneration	Purchase of Goods	Sale of Goods
3.	Duration of the contracts/arrangements/transaction	Appointment is made for such term as mutually decided and agreed between the company and related party from time to time.	Appointment is made for such term as mutually decided and agreed between the company and related party from time to time.	As per the business requirements of the company.	As per the business requirements of the company.
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Monthly remuneration of Rs. 2,50,000 per month for 12 months plus bonus for one month reviewed by the Board of Directors from time to time	Monthly remuneration of Rs. 2,50,000 per month for 12 months plus bonus for one month reviewed by the Board of Directors from time to time	Transactions are based on Ordinary course of Business and at arm' length basis, amounting to Rs. 3,16,89,445	Transactions are based on Ordinary course of Business and at arm' length basis, amounting to Rs. 58,69,943
5.	Date of approval by the Board	01/09/2023	30/03/2024	30/03/2024	30/03/2024
6	Amount paid as advances, if any	Nil	Nil	Nil	Nil

SL. No.	Particulars	Particular
1.	Name (s) of the related party & nature of relationship	Anirudh Inani HUF Director of the Company is Karta of HUF
2.	Nature of contracts/arrangements/transaction	Rent Paid
3.	Duration of the contracts/arrangements/transaction	As per the business requirements of the company
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Transactions are based on Ordinary course of Business and at arm' length basis, amounting to Rs. 3,60,000/-
5.	Date of approval by the Board	30/03/2024
6.	Amount paid as advances, if any	Nil

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

Place: Thimmapur
Date: 19/08/2025

Sd/-
Narayan Inani
Managing Director cum CFO
(DIN: 00525403)

Sd/-
Anirudh Inani
Whole Time Director
(DIN: 02253588)

Annexure-C**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR FY 2024-2025****1 Brief Outline on CSR Policy of the Company****A. OBJECTIVES**

Dhanalaxmi Roto Spinners Limited ('DRSL' or 'the Company') is committed to conduct its business in a socially responsible, ethical and environment friendly manner and to continuously work towards improving quality of life of the communities in and around its operational areas. This Policy provides guidance in achieving the above objective and ensures that the Company operates on a consistent and compliant basis. Our broad objectives, include:

- Making a positive impact on society through economic development and reduction of our resource footprint.
- Taking responsibility for the actions of the Company while also encouraging a positive impact through supporting causes concerning the environment, communities and our stakeholders.
- To promote a responsible and sustainable business philosophy by integrating social, environmental, and economic objectives into its operations and contributing to the well-being of society and the environment, in line with national priorities like education, healthcare, and environmental conservation.

B. RESOURCES

2% of the average net profits of the Company made during the three immediately preceding financial years

C. AREAS IDENTIFIED FOR CSR ACTIVITIES

The areas where the Company intends to focus its CSR activity are listed below. This is not an exclusive list and the Company may include other activities, based on the areas identified and felt need for improvement by the CSR Committee-

- Eradicating hunger, poverty and malnutrition.
- Promoting Health care including Preventive Health care.
- Ensuring environmental sustainability and ecological balance.
- Employment and livelihood enhancing vocational skills and projects.
- Promotion of education especially among children, women, elderly.
- Promoting gender equality and empowering women
- Rural Development Projects
- Education & skill development, health & wellness and environmental sustainability including biodiversity, energy & water conservation.

2. Composition of the CSR Committee as on 31.03.2025

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Dhanraj Soni	Chairperson	Non-Executive – (Independent Director)	1	1
Narayan Inani	Member	Executive Director	1	1
Anirudh Inani	Member	Executive Director	1	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.dhanroto.com
4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies: Not Applicable
5. (a) Average net profit of the company as per section 135(5): RS. 12,48,02,504.70
 (b) Two percent of average net profit of the company as per section 135(5):Rs. 24,96,050.09
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
 (d) Amount required to be set off for the financial year, if any: Nil
 (e) Total CSR obligation for the financial year (a+b-c): Rs. 24,96,050.09/-
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project). – Rs. 25,01,000/-
 (b) Amount spent in Administrative Overheads: Nil
 (c) Amount spent on Impact Assessment, if applicable: Nil
 (d) Total amount spent for the Financial Year (a+b+c): Rs. 25,01,000/-
 (e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year. (in Rs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VI as per proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
25,01,000	Nil	-	-	-	-

- (f) Excess amount for set off, if any:

Sr. No.	Particular	Amount (in Rs. Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	24,96,050.09
(ii)	Total amount spent for the Financial Year	25,01,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	4,949.90
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	4,949.90

7. Details of Unspent CSR amount for the preceding three financial years:

Sl. No.	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in Rs.)	Amount spent in the Financial Year (in Rs.).	Amount transferred to a fund specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs.).	Date of transfer.		
1.	-	--	--	-	--	-	-	
	Total	-	-	-	-	-	-	

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

If yes, enter the number of Capital Assets created / acquired:

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

Sl.No.	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
(1)	(2)	(3)	(4)	(5)	(6)		
					CSR Registration Number, if applicable	Name	Registered address
--	--	--	--	--	--	--	--

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

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

Place: Thimmapur
Date: 19/08/2025

Sd/-
Narayan Inani
Managing Director cum CFO
(DIN: 00525403)

Sd/-
Keshav Inani
Whole Time Director cum CEO
(DIN: 09296529)

Annexure- D**REPORT ON CORPORATE GOVERNANCE****1. Company's Philosophy on Code of Governance**

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The philosophy of the Company in relation to corporate governance is to ensure transparency, accountability, values, and ethics, which forms an integral part of the Management's initiative in its ongoing pursuit towards achieving excellence, growth, and value creation. Your Company is committed to highest standards of Corporate Governance and disclosure practices to ensure that its affairs are managed in the best interest of all stakeholders.

A Report on compliance with the principles of Corporate Governance as prescribed by the Securities and Exchange Board of India (SEBI) in Chapter IV read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given below:

2. Board of Directors

The composition of Board is in consonance with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on 31st March, 2025.

All the Independent Directors have confirmed that they meet the criteria of independence as laid out under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made thereto. The Board confirms that in its opinion the independent directors fulfil the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

It is further confirmed that none of the directors of the Company have been debarred or disqualified from being appointed or continuing as a director of the Company by the Ministry of Corporate Affairs or the Securities and Exchange Board of India or any other Statutory Authority. The said affirmation is confirmed by the Practicing Company Secretary in the compliance certificate which is appended hereto.

a) Composition and category of Directors				
Name of the Directors	Category	Designation	No. of shares held in the Company (%)	Name of the listed entities where the person is a director and the category of directorship
Narayan Inani	Promoter & Executive Director	Managing Director & CFO	2,56,800 (3.29%)	NIL
Anirudh Inani	Promoter & Executive Director	Whole-time Director & Chairman	3,35,890 (4.31%)	NIL
Keshav Inani	Promoter & Executive Director	Whole-time Director & CEO	2,85,550 (3.66%)	NIL
Dhanraj Soni	Director (Non-Executive & Independent Director)	Director	NIL	NIL

Vivek Baheti	Director (Non-Executive & Independent Director)	Director	NIL	NIL
Anushree Atasniya	Director (Non-Executive & Independent Director)	Director	NIL	NIL

b) Attendance of Directors at the Board Meetings held during FY 2024-25 and Annual General meetings held during the year 2024-25:

Directors	Category	Meetings held during the tenure of the Directors	Meetings Attended	Attendance at the last AGM
Narayan Inani	Executive Director & Managing Director	11	11	Yes
Anirudh Inani	Executive Director	11	11	Yes
Keshav Inani	Executive Director	11	10	Yes
Dhanraj Soni	Director (Non- Executive & Independent Director)	11	11	Yes
Vivek Baheti	Director (Non- Executive & Independent Director)	11	11	Yes
Anushree Atasniya	Director (Non- Executive & Independent Director)	11	11	Yes

C) Number of other board of directors or committees in which a director is a member or chairperson as on 31.03.2025

S. No	Name of the Director	*No. of other Companies in which he/she is Director	**No of Committees Chairpersonship/Membership (including this Company)	
			Member	Chairperson
1.	Narayan Inani	3	2	0
2.	Anirudh Inani	2	1	0
3.	Keshav Inani	1	1	0
4.	Dhanraj Soni	2	2	1
5.	Vivek Baheti	3	0	2
6.	Anushree Atasniya	0	2	1

*Directorship in public and private companies includes Section 8 Companies but excluding Foreign Companies.

**Committee positions for all the Committees in Public Limited Companies.

d) **The Board of Directors met Eleven (11) times during FY 2023-24** and dates on which the meetings were held are 21-05-2024, 03-06-2024, 29-07-2024, 12-08-2024, 09-09-2024, 08-10-2024, 07-11-2024, 10-02-2025, 11-03-2025, 27-03-2025 and 28-03-2025.

e) **Relationship among Directors:**

1. Mr. Narayan Inani and Mr. Anirudh Inani are brothers.
2. Mr. Keshav Inani is son of Rajkumar Inani (brother of Mr. Narayan Inani and Mr. Anirudh Inani)

f) **Number of convertible instruments held by Non - Executive directors:** Not Applicable

g) **List of core Skills/ Expertise/ Competencies required in the Company's Board to enable it function effectively and those actually available:**

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

Sl. No.	Skills/ Expertise/ Competencies identified by the Board	Narayan Inani	Anirudh Inani	Keshav Inani	Dhanraj Soni	Vivek Baheti	Anushree Atasniya
1.	Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates	✓	✓	✓	✓	✓	✓
2.	Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	✓	✓	✓			
3.	Business Strategy, Forex Management, Administration, Decision Making, Sales & Marketing	✓	✓	✓			

4.	Corporate Governance & Compliance	✓	✓	✓	✓	✓	✓
5.	Financial and Management skills	✓	✓	✓		✓	
6.	Technical / Professional skills and specialized knowledge in relation to Company's business	✓	✓	✓			✓

h) Independent Directors:

Mr. Dhanraj Soni, Mr. Vivek Baheti and Mrs. Anushree Atasniya are Non – Executive Independent Directors of the Company as on 31/03/2025.

- Details of Familiarisation Programmes Imparted to Independent Directors:

The Company familiarizes its Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company Operates, etc., through various programmes. These include orientation programme upon induction of new Director, as well as other initiatives to update the Directors on an ongoing basis. The Policy for Familiarization Programme for Independent Directors is disclosed on the Company's [website at https://dhanroto.com/investors/](https://dhanroto.com/investors/)

- Meeting of Independent Directors:

In Compliance with the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Independent Directors Meeting of the Company was held on 10-02-2025 Independent Directors Meeting considered the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Attendance of Independent Directors in Independent Directors Meeting:		
Name of the Director	No. of Meetings held	No. of Meetings attended
Mr. Dhanraj Soni	1	1
Mr. Vivek Baheti	1	1
Mrs. Anushree Atasniya	1	1

- Confirmation that in the opinion of the board, the independent directors fulfil the conditions specified in these regulations and are independent of the management:

The Board of Directors be and is hereby confirm that in the opinion of the Board, the Independent Directors fulfil the conditions specified by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and they are independent of the management.

3. COMMITTEES OF THE BOARD:

Currently, there are four Board Committees – The Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee. The terms of reference of the Board Committees are determined by the Board from time to time. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below:

o Audit committee

In compliance with the requirements of the Companies Act, 2013 and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted an Audit Committee. Composition of Audit committee as on 31.03.2025 is as follows:

Vivek Baheti	Chairperson
Narayan Inani	Member
Anushree Atasniya	Member

I. The brief terms of reference of the Audit Committee includes the following:

The terms of reference of the Audit Committee covers the areas mentioned in Section 177 of the Act and Regulation 18 read with Part C of Schedule II to the Listing Regulations. The terms of reference of the Audit Committee, inter-alia is as follows:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of the Company and the fixation of audit fee and other payments, Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
- Reviewing, with the management, quarterly, half-yearly, annual financial statements and auditor's report thereon before submission to the Board for approval.
- Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), and monitoring the use/application of the funds raised through the Issue by the Company;
- Approval or any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed.
- Reviewing and monitoring the statutory and internal auditors performance, effectiveness of statutory and internal audit procedures and Evaluating of internal financial controls, risk management systems and adequacy of the internal control systems;
- Scrutinizing of inter-corporate loans and investments and Valuing of undertakings or assets of the Company, wherever it is necessary;
- Establishing a vigil mechanism for directors and employees to report their genuine concerns or grievances
- Discussing with internal auditors on any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussing with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;

II. Composition of Audit Committee as on 31.03.2025 and Attendance of Members at the Meetings of the Audit Committees held during 2024-25:				
Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Vivek Baheti	Chairperson	Non-Executive Director (Independent)	4	4
Narayan Inani	Member	Executive Director	4	4
Anushree Atasniya	Member	Non-Executive Director (Independent)	4	4

• **Nomination and Remuneration Committee (NRC):**

In compliance with the requirements of the Companies Act, 2013 and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Nomination and Remuneration Committee Composition of Nomination and Remuneration Committee as on 31.03.2025 is as follows:

Mr. Vivek Baheti	Chairperson
Mr. Dhanraj Soni	Member
Mrs. Anushree Atasniya	Member

I. Terms of reference of the Nomination and Remuneration Committee shall include the following:

The terms of reference of the NRC covers the areas mentioned in Section 178 of the Act and Regulation 19 read with Part D (A) of Schedule II to the Listing Regulations. The terms of reference of the NRC, inter-alia are as follows:

Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

- i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - ii. Relationship of remuneration to performance is clear and meets appropriate performance bench marks; and
 - iii. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.
- Formulating of criteria for evaluation of the independent directors and the Board and Devising a policy on Board diversity;
 - Identifying persons, who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
 - Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
 - Analysing, monitoring and reviewing various human resource and compensation matters;
 - Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
 - Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;

- Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- Recommend to the board, all remuneration, in whatever form, payable to senior management
- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - ii. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

II. Composition of NRC as on 31.03.2025 and Attendance of Members at the Meetings of the NRC held during 2024-25

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Vivek Baheti	Chairperson	Non-Executive Director(Independent)	1	1
Dhanraj Soni	Member	Non-Executive Director(Independent)	1	1
Anushree Atasniya	Member	Non-Executive Director(Independent)	1	1

• **Corporate Social Responsibility Committee**

Composition of CSR Committee as on 31/03/2025 is as follows:

Mr. Dhanraj soni	Chairperson
Mr. Narayan inani	Member
Mr. Anirudh inani	Member

- II. The terms of reference of the Corporate Social Responsibility Committee of our Company shall include the following:
- Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by our Company in accordance with the provisions of the Companies Act, 2013;
 - Review and recommend the amount of expenditure to be incurred on activities to be undertaken by our Company;
 - Monitor the Corporate Social Responsibility Policy of our Company and its implementation from time to time;

Composition and Attendance of Members at the Meetings of CSR Committee held during 2024-25:

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Dhanraj soni	Chairperson	Non-Executive Director (Independent)	1	1
Narayan inani	Member	Executive Director	1	1
Anirudh inani	Member	Executive Director	1	1

(iv) Stakeholders Relationship Committee (SRC)

Composition of SRC Committee as on 31.03.2025 is as follows:

Mrs. Anushree Atasniya	Chairperson
Mr. Dhanraj Soni	Member
Mr. Keshav Innani	Member

The scope and function of the Stakeholders' Relationship Committee is in accordance with Section 178 of the Companies Act, 2013, which includes:

- Considering and resolving the grievances of security holders of the Company, including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends, annual reports of the Company or any other documents or information to be sent by the Company to its shareholders etc.
- Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities, Giving effect to all transfer/transmission of shares and debentures, and dematerialisation of shares, split and issue of duplicate/consolidated share certificates, allotment and listing of shares, buy back of shares, compliance with all the requirements related to shares, debentures and other securities from time to time;
- Oversee the performance of the registrars and transfer agents of the Company and to recommend measures for overall improvement in the quality of investor services and also to monitor the implementation and compliance of the code of conduct for prohibition of insider trading pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended and other related matters as may be assigned by the Board of Directors.

Composition SRC and Attendance of Members at the Meetings of the SRC held during 2024-25:				
Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Anushree Atasniya	Chairperson	Non-Executive Director (Independent)	3	3
Dhanraj Soni	Member	Non-Executive Director (Independent)	3	3
Keshav Inani	Member	Executive Director	3	3

Details of shareholders' requests/complaints received and resolved during FY 2024-25 are as under:

No. of requests/complaints received	0
No. of requests/complaints resolved	0
No. of requests/complaints not solved to the satisfaction of the shareholders	0
No. of pending requests/complaints	0

Name of non-executive director heading the committee: Mrs. Anushree Atasniya

Name and designation of compliance officer: Ms. Pooja Gadhia, Company Secretary & Compliance officer.

4. Remuneration of Directors

Policy on directors' and key managerial personnel appointment & remuneration:

Your company adopted a policy relating to the remuneration for the directors (for both executive & non-executive) and key managerial personnel, which forms part of Policy on Director's and Key Managerial Personnel Appointment & Remuneration and same is available at company website <https://dhanroto.com/investors/>

Details of payment of remuneration of Executive Directors and Key Managerial Personnel & sitting fee to non-Executive directors:			
Name of the Director	Designation	Remuneration	Sitting Fees
Mr. Narayan Inani	Managing Director & CFO (KMP)	36,00,000	NA
Mr. Anirudh Inani	Whole time Director	36,00,000	NA
Mr. Keshav Inani	Whole Time Director & CEO (KMP)	36,00,000	NA
Ms. Pooja Gadhia	Company Secretary & Compliance Officer	6,50,000	NA
Mr. Dhanraj Soni	Non – Executive Independent Director	NA	22,000
Mr. Vivek Baheti	Non – Executive Independent Director	NA	22,000
Mrs. Anushree Atasniya	Non – Executive Independent Director	NA	22,000

There are no other pecuniary relationship or transactions of the Independent directors with the listed entity.

5. GENERAL BODY MEETINGS

- Location and time of last Three AGM's held:

Year	Location	Date	Time
2021-22	Conducted through video conference mode	29.09.2022	At 11:30 A.M
2022-23	Conducted through video conference mode	30.09.2023	At 11:30 A.M
2023-24	Conducted through video conference mode	29.06.2024	At 11.30 A.M

- Details of special resolutions passed in the previous three annual general meetings

Description of resolution passed	Date of AGM
To consider and approve change in designation of Mr. Rajkumar Inani from the post of Managing Director to Whole Time Director	30.09.2023
To consider and approve change in designation of Mr. Narayan Inani from Whole Time Director to Managing Director	30.09.2023
To consider and approve re-appointment of Mr. Anirudh Inani as Whole-Time Director of the Company	30.09.2023
To consider and approve appointment of Mr. Keshav Inani as Whole Time Director of the Company	30.09.2023

To Consider and approve alteration of main objects and adoption of New Set of Memorandum of Association of the Company	30.09.2023
To Consider and Adopt New Set of Articles of Association of The Company	30.09.2023
To consider and approve the appointment of Mr. Vivek Baheti (DIN:02216544) as an Independent Director of the Company.	29.06.2024
To consider and approve the appointment of Mr. Dhanraj Soni (DIN:01859486) as an Independent Director of the Company	29.06.2024
To consider and approve the appointment of Ms. Anushree Atasniya (DIN:10568162) as an Independent Director of the Company	29.06.2024

- Details of Postal Ballot Resolutions passed during the year 2023-24: Nil
- Whether any special resolution is proposed to be conducted through postal ballot: No

6. MEANS OF COMMUNICATION

Sl. No.	Description	Remarks
1.	Quarterly results	The quarterly and half-yearly unaudited/audited financial results are informed to Bombay Stock Exchange as prescribed under SEBI(LODR) Regulations and posted at website of the company
2.	Newspapers wherein results are normally published	Business Standard Hyderabad & mana Telangana
3.	Website	https://dhanroto.com/
4.	Whether it also displays official news releases	No
5.	Presentations made to institutional investors or to analysts	NA

7. GENERAL SHAREHOLDERS' INFORMATION

Sl. No.	Description	Details
1.	Date, Time and Venue of AGM	<p>Date: Friday, 19th September, 2025</p> <p>Time: At 11.30 A.M.</p> <p>Mode of Meeting: The Annual General meeting will be conducted through Video Conferencing (VC)/Other Audio-Visual Means (OAVM)</p>
2.	Financial Year	1 st April, 2024 to 31 st March, 2025
3.	Dividend payment date	Within 30 days of the AGM of the Company
4.	Dates of book closure	NA
5.	Name and address of Stock Exchange(s) at which the equity shares are listed and confirmation about payment of annual listing fee to each of such Stock Exchanges.	<p>The Company's Shares are listed on Bombay Stock Exchange (BSE). The address of the Exchange is as under:</p> <p>Bombay Stock Exchange Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai, Maharashtra – 400 001, India</p> <p>The Company has duly paid the Listing fees for the year 2024-25 to BSE Limited and National Stock Exchange where the shares of the Company are Listed.</p>
6.	Registrar to an issue and share transfer Agents	<p>CIL SECURITIES LIMITED 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-500 001 CIN: L67120TG1989PLC010188 SEBI Registration Number: INR000002276 E-Mail: rta@cilsecurities.com Contact: Mr. VSM Yadav Raju Contact No: 040-23202465 / 9666375981</p>
7.	Share Transfer System	All transfers received are electronically processed by the Registrar to an Issue and Share Transfer Agent. The summary of transfers, transmissions etc., are placed before every Stakeholders Relationship Committee Meeting and Board Meeting.

11.	Distribution of shareholding as on 31.03.2025:				
	No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
	0-500	6581	90.91	692099	8.87
	501-1000	360	4.97	278447	3.57
	1001-2000	144	1.99	214730	2.75
	2001-3000	36	0.50	86356	1.11
	3001-4000	20	0.28	70250	0.90
	4001-5000	18	0.25	83044	1.06
	5001-10000	25	0.35	182340	2.34
	10000 and above	55	0.76	6193334	79.40
	Total	7239	100.00	7800600	100.00
12.	Dematerialization of shares and liquidity as on 31.03.2025 <ul style="list-style-type: none"> • Shares in NSDL: 20,51,861 • Shares in CDSL: 53,54,179 • Shares in Physical: 3,94,560 				
13.	Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:		Nil		
14.	Commodity Price Risk or Foreign Exchange Risk and hedging activities		Nil		
15.	Plant locations		Survey No.114 & 115, Station Road Thimmapur, Rangareddy District, Telangana- 509325, India		
16.	Address for correspondence		Corporate Office : The Laxmi, 8-2-686/B/6/D/K & 8-2-686/B/M/K, 4 th Floor, Road No. 12, Banjara Hills, Near Indian Bank, Hyderabad-500034, Telangana, India.		
17.	Credit ratings given by CRISIL for bank loan facilities		NA		

8. Other disclosures**i. Disclosure on materially significant Related Party Transactions**

There are no materially significant related party transactions of the Company which have potential conflict with the interest of the Company at large. Your Company has formulated a Policy on materiality of Related Party Transactions and also dealing with Related Party Transaction same is available at company website <https://dhanroto.com/investors/>

ii. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed by Stock Exchange(s) or the Board or any Statutory Authority on any matter related to Capital markets during last 3 years: NIL**iii. Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee:**

Company has in place a Whistle Blower Policy for Vigil mechanism for Directors and employees to report to the management about the unethical behaviour, fraud, violation of Company's Code of Conduct. The Company affirms that no personnel have been denied access to the Chairman of the Audit Committee of Directors.

iv. Disclosure under Sexual Harassment of Women at Workplace:

The Company has in place the requisite Internal Committees as envisaged in the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

Complaints on the issues covered by the above Act were received during the year as follows:

- a. number of complaints filed during the financial year 2024-25: Nil
- b. number of complaints disposed of during the financial year 2024-25: Nil
- c. number of complaints pending as at the end of the financial year 2024-25: Nil

v. Disclosure regarding compliances made with Mandatory requirements and adoption of non-Mandatory requirements:

- All mandatory Requirements were complied with for the year ending 31.03.2025.

vii. Policy on Material Subsidiaries

Your Company does not have any Subsidiaries; hence, it has not adopted any policy on Material Subsidiaries.

viii. Disclosure of Accounting Treatment:

The Company in the preparation of financial statements has followed the treatment laid down in the accounting standards prescribed by the Institute of Chartered Accountants of India. There are no audit qualifications in the Company's financial statements for the year under review.

ix. Compliance with Corporate Governance requirements

Our Company has complied with corporate governance requirements specified in regulations 17 to 27 and Clauses(b) to (i) of sub-regulation (2) of regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

x. Details with respect to utilisation of funds raised through Preferential Allotment or Qualified Institutions Placement:

During the Year, the Company has not raised funds through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of the SEBI LODR Regulations, 2015

xi. Certificate from a Practising Company Secretary

- a. The Company has obtained a Certificate from a Practising Company Secretary confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as

directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority and is annexed as Annexure- II(a) and forms an integral part of the Annual Report.

- b. The Company has obtained a Certificate from a Practicing Company Secretary confirming that it is in compliance with the conditions of Corporate Governance as stipulated in Para C of the Schedule V of the LODR Regulations and same is annexed as Annexure– II(b) and forms an integral part of the Annual Report.

xii. Disclosure with respect to payment made to Statutory Auditors

Total fees for all services paid by the listed entity to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is Rs. 1,25,000.

- xiii. Disclosure by listed entity and its subsidiaries of 'loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount': Nil**

- xiv. During the year, the board has accepted all the recommendations of all the committees of board.**

Annexure- II(a)**CERTIFICATE OF NON- DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Members,

Dhanalaxmi Roto Spinners Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Dhanalaxmi Roto Spinners Limited having CINL18100TG1987PLC007769 and having registered office at Survey No.114 & 115, Station Road Thimmapur, Rangareddy District, Telangana - 509325 India (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on 31st March, 2025 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs.

S. No	Name of the Director	DIN	*Date of Appointment
1.	Narayan Inani	00525403	30/09/2003
2.	Anirudh Inani	02253588	30/06/2009
3.	Keshav Inani	09296529	01/10/2023
4.	Dhanraj Soni	01859486	01/04/2024
5.	Vivek Baheti	02216544	01/04/2024
6.	Anushree Atasniya	10568162	01/04/2024

***Original Date of Appointment**

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Baheti Gupta & Co.
Company Secretaries**

**Sd/-
(Shailesh Baheti)
Partner**

**(M. No:8159) (CP No.9017)
UDIN : F008159G001035988
Peer Review Cer. No.: 6782/2025**

**Place: Hyderabad
Date: 19/08/2025**

Annexure- II(b)**CERTIFICATE ON CORPORATE GOVERNANCE**

To,

The Members

Dhanalaxmi Roto Spinners Limited

We have examined the compliance of conditions of Corporate Governance by Dhanalaxmi Roto Spinners Limited ('the Company') for the year ended 31st March, 2025 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15 (2) of the Listing Regulations.

The compliance of conditions of Corporate Governance is the responsibility of management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Baheti Gupta & Co.
Company Secretaries**

**Sd/-
(Shailesh Baheti)
Partner**

**(M. No:8159) (CP No.9017)
UDIN : F008159G001036010
Peer Review Cer. No.: 6782/2025**

**Place: Hyderabad
Date: 19/08/2025**

**DECLARATION BY THE MANAGING DIRECTOR UNDER PARA D OF SCHEDULE V OF THE SEBI
(LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015****CODE OF CONDUCT**

In terms of Reg.26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel of the Company have affirmed compliance with the respective Codes of Conduct, as applicable to them for the year ended 31st March, 2025.

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

**Sd/-
Narayan Inani
Managing Director cum CFO
(DIN: 00525403)**

**Place: Thimmapur
Date: 19/08/2025**

DECLARATION BY CHIEF EXECUTIVE OFFICER ON CODE OF BUSINESS CONDUCT AND ETHICS OF THE COMPANY

In accordance with the provisions of Para D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Keshav Inani, Chief Executive Officer of Dhanalaxmi Roto Spinners Limited, hereby declare that all members of the Board and Senior Management Personnel have affirmed compliance with the Code of Business Conduct and Ethics of the Company for the financial year 2024- 2025.

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

Place: Thimmapur
Date: 19/08/2025

Sd/-
Keshav Inani
CEO

DECLARATION BY CFO

I, Narayan Inani, CFO of Dhanalaxmi Roto Spinners Limited, to the best of my knowledge and belief, certify that:

I have reviewed the financial statements and the cash flow statement for the year under review and to the best of my knowledge and belief:

- these statements do not contain any materially untrue statement or omit any material facts or contain statements that might be misleading;
- these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

To the best of my knowledge and belief, no transactions entered into by the Company during the years, which are fraudulent, illegal or violative of the Company's code of conduct.

We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effect of internal control systems of the Company pertaining to financial reporting and disclosed to the auditors and audit committee, the deficiencies in the design and operation of such internal controls and the steps taken to rectify these deficiencies.

I have indicated to the auditors and the audit committee that

- there are no significant changes in internal control over financial reporting during the year.
- there are no significant changes in accounting policies during the year except as stated in the notes to financial statements
- there are no frauds of which we are aware, that involves management or other employees who have a significant role in the Company's internal control system.

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

Place: Thimmapur
Date: 19/08/2025

Sd/-
Narayan Inani
CFO

INDEPENDENT AUDITORS' REPORT

To,

The Members of

DHANALAXMI ROTO SPINNERS LIMITED

Report on Audit of the Financial Statements**Opinion**

We have audited the accompanying financial statements of Dhanalaxmi Roto Spinners Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement, the Statement of Changes in Equity for the year ended on that date and notes to the financial statements including a summary of material accounting policies and other explanatory information.

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 Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act ("Ind-AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the Financial statements under the provisions of the Act, and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. 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.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matter described below to be the key audit matters to be communicated in our report.

Description of Key Audit Matters

The Key Audit Matters	How the matter was addressed in our audit
<p>Revenue Recognition</p> <p>The Company recognises revenue from sale of products when the control over the products has been transferred to the customer based on the specific terms and conditions of the sales contracts entered into with respective customers.</p> <p>We have identified Revenue Recognition as a key audit matter as revenue is a key performance indicator. Also, there is a presumed fraud risk of revenue being overstated through manipulation on the timing of transfer of control arising from pressure to achieve performance targets as well as meeting external expectations.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> Assessed the appropriateness of the policies in respect of revenue recognition by comparing with applicable accounting standards. Tested the design, implementation and operating effectiveness of the Company's general Information controls. Performed substantive procedures including testing of recognition of revenue in the appropriate period by selecting statistical samples of revenue transactions recorded during and at the end of the financial year. Examined the underlying documents, which included sales invoices / contracts and dispatch/shipping documents for the selected transactions. Assessed the manual journals posted in the revenue ledger to identify any unusual items.

Information Other than the financial statements and Auditor's Report Thereon

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility and Sustainability report, Corporate Governance and shareholder's information and Company's Annual report, but does not include the financial statements and our auditors' report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Managements and Board of Directors' Responsibilities for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit & loss account (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes the 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.

In preparing the financial statements, the Management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Company's Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal Financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management and the Board of Directors.
- Conclude on the appropriateness of the management and the Board of Directors' use of the going concern basis of accounting and based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Financial Statement that individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Financial Statement may be influenced. We consider quantitative materiality and quantitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatement in the Financial Statement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal Financial control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our Auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to

outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. (A). As required by Section 143(3) of the Act, based on our audit 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 of the aforesaid Financial Statements.
 - 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 account (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
 - e) On the basis of the written representations received from the directors as on 31st March, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the company's internal financial controls with reference to Financial Statement.
 - g) With respect to the other matters to be included in the Auditors' Report in accordance with the requirement of section 197(16) of the act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provision of section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31st March, 2025 on its financial position in its financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;
 - iv.
 - a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall,
 - whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are

material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether,

- directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
- c) Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- v. As stated in note number 37 to the Financial statements
- a) The final Dividend proposed in the previous year, declared and paid by the company during the year is in accordance with the section 123 of the Act, to the extent it applies to payment of dividend.
- vi. Based on our examination, which included test checks, the company has used accounting software's for maintaining its books of accounts for the Financial year ended March 31st, 2025 which has a feature of recording audit trial (edit Log) facility and the same has operated throughout the year for all the relevant transactions recorded in the software's. Further, during the course of our audit we did not come across any instance of the audit trial feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under rule 11(g) of the Companies (Audit and Auditors) Rules 2014 on preservation of audit trial as per the statutory requirements for record retention is not applicable for the Financial year ended March 31, 2025.

for G.D. Upadhyay & Co.,
Chartered Accountants
Firm Regd No.005834S

Sd/-

G.D.Upadhyay
Partner

Membership No.027187
UDIN: 25027187BMOWLF1169

Place: Hyderabad
Date: 27/05/2025

Annexure “A” to the Independent Auditor’s report on the financial statements of Dhanalaxmi Roto Spinners Ltd for the year ended 31 March 2025

(Referred to in Paragraph 1 under “Report on Other Legal and Regulatory Requirements” section of our report to the members of the Company on the financial statements for the year ended 31 March 2025)

We state that:

To the best of our information and according to the explanation provided to us by the Company and the books of accounts and records examined by us in the normal course of our audit, we state that:

- (i) In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
 - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
 - (B) The Company has maintained proper records showing full particulars of intangible assets.
 - (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment all Property, Plant and Equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No Material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company as on the Balance Sheet date.
 - (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
 - (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company as on March 31, 2025 for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.
- (iv) According to the information and explanations given to us and on the basis of our examination of records of the Company, the Company has neither made any investments nor has it given loans or provided guarantee or security and therefore the relevant provisions of Sections 185 and 186 of the Companies Act, 2013 (“the Act”) are not applicable to the Company. Accordingly, clause 3(iv) of the Order is not applicable.

- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- (vii) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have been regularly deposited by the Company with the appropriate authorities

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no material dues relating to income tax/ Goods and Service tax /duty of customs / cess, which have not been deposited on account of disputes with the related authorities.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 (43 of 1961) as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to banks or financial institutions during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary or joint venture as defined under the Act. Accordingly, clause 3(ix)(e) of the order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary or joint venture as defined under the Act. Accordingly, clause 3(ix)(f) of the order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
 - (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
 - (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
 - (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
 - (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the financial statements as required by the applicable Indian Accounting Standards.
 - (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
 - (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
 - (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any noncash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
 - (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) and 3(xvi)(b) of the Order is not applicable.
 - (b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) and 3(xvi)(d) of the Order is not applicable.
 - (c) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.
 - (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
 - (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
 - (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in Annual report is expected to be made available to us after the date of this auditor's report
- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act 2013 in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.

- (b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.

In respect of ongoing projects, the Company has not transferred the unspent Corporate Social Responsibility (CSR) amount as at the Balance Sheet date out of the amounts that was required to be spent during the year, to a Special Account in compliance with the provision of sub-section (6) of section 135 of the said Act till the date of our report since the time period for such transfer i.e. 30 days from the end of the financial year has not elapsed till the date of our report.

for G.D. Upadhyay & Co.,
Chartered Accountants
Firm Regd No.005834S

Sd/-
G.D.Upadhyay
Partner
Membership No.027187
UDIN: 25027187BMOWLF1169

Place: Hyderabad
Date: 27/05/2025

Annexure “B” to the Independent Auditors’ report on the financial statements of Dhanalaxmi Roto Spinners Ltd for the year ended 31 March 2025.

(Referred to paragraph A (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

Report on the internal financial controls with reference to the aforesaid financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013.

We have audited the internal financial controls with reference to financial statements of **Dhanalaxmi Roto Spinners Ltd** (“the Company”) as of 31 March 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management and Board of Directors Responsibility for Internal Financial Controls

The Company’s management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to financial statements based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on audit of Internal Financial controls over Financials statements issued by the Institute of Chartered Accountants of India (the “ICAI”). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively 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, as required under the Companies Act, 2013 (hereinafter referred to as “the Act”).

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the ICAI and the Standards on Auditing, prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and whether such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of such internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls with reference to financial statements.

Meaning of Internal Financial controls with Reference to Financial Statements

A company’s internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with reference to financial statements include those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the criteria for internal financial controls with reference to financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

for G.D. Upadhyay & Co.,
Chartered Accountants
Firm Regd No.005834S

Sd/-

G.D.Upadhyay
Partner

Membership No.027187
UDIN: 25027187BMOWLF1169

Place: Hyderabad
Date: 27/05/2025

BALANCE SHEET AS AT 31ST MARCH, 2025

(All the amounts are in Lakhs except share data and where otherwise stated)

Particulars	Note No	As at 31st March, 2025	As at 31st March, 2024
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3.1	400.41	423.85
(b) Other Intangible Assets	3.2	0.26	0.27
(c) Financial Assets:			
(i) Investments	4	76.64	76.64
(ii) Loans	5.1	5.00	-
(iii) Others Financial Assets	6	281.68	34.26
(d) Other Non-current Assets	11	2.09	3.04
Total Non-Current Assets		766.08	538.06
(2) Current Assets			
(a) Inventories	7	1,122.91	68.35
(b) Financial Assets			
i) Trade Receivables	8	2,414.91	2,770.74
ii) Cash and Cash Equivalents	9	988.93	1,232.26
iii) Bank Balances Other than Cash and Cash Equivalents	10	994.96	2,635.59
iv) Investments	4.2	2,461.23	565.44
v) Loans	5.2	-	-
(c) Other Current Assets	11.2	345.01	258.88
Total Current Assets		8,327.95	7,531.27
Total Assets		9094.03	8069.33
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	12	780.06	390.03
(b) Other Equity			
(i) Reserves & Surplus	13	4,910.83	4,505.35
Total Equity		5,690.89	4,895.38
LIABILITIES			
(2) Non-Current Liabilities			
(a) Financial Liabilities			
i) Borrowings	14.1	60.00	60.00
ii) Other Financial Liabilities		-	-
(b) Deferred Tax Liabilities (Net)	15.1	31.74	31.47
(c) Other Non-current Liabilities	16.1	-	-
Total Non-Current Liabilities		91.74	91.47
(3) Current Liabilities			
(a) Financial Liabilities			
i) Borrowings	14.2	599.97	60.23
ii) Trade Payables	17	2,317.75	2,785.48
(b) Current Tax Liabilities (Net)	15.2	76.00	47.29
(c) Other Current Liabilities	16.2	317.68	189.48
Total Current Liabilities		3,311.39	3,082.47
Total Liabilities		3,403.13	3,173.95
Total Equity & Liabilities		9,094.03	8,069.33
Accompanying notes forming part of the Financial Statements	1 to 41	-	-

The accompanying notes are an integral part of these Financial Statements

As per our Report of even date attached

for **G.D. Upadhyay & Co.,**
Chartered Accountants
Firm Regn No.005834S

For and on Behalf of Board of Directors

Sd/
(G.D.Upadhyay)
Partner
Membership No.027187
UDIN: 25027187BMOWLF1169

Sd/-
Narayan Inani
Managing Director cum CFO
DIN: 00525403

Sd/-
Anirudh Inani
Whole-time Director
DIN: 02253588

Place: Hyderabad
Date: 27/05/2025

Sd/-
Keshav Inani
Whole-time Director cum CEO
DIN: 09296529

Sd/-
Pooja Gadhia
Company Secretary
M.No A61818

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2025

(All the amounts are in Lakhs except share data and where otherwise stated)

Sr. No	Particulars	Note No	For the year ended 31st March, 2025	For the year ended 31st March, 2024
I	Income			
	Revenue from Operations	18	18,547.13	19,660.38
	Other Income	19	693.95	936.51
	Total Income		19,241.08	20,596.89
II	Expenses			
	Cost of materials consumed		-	-
	Purchases of Stock in Trade		18,089.40	18,071.25
	Changes in Inventories of Finished goods	20	(1,054.57)	(61.71)
	Employee Benefit Expenses	21	278.49	257.45
	Finance Costs	24	97.36	86.33
	Depreciation and Amortization Expenses	22	26.03	30.01
	Other Expenses	23	647.65	590.75
	Total Expenses		18,084.36	18,974.08
III	Profit before exceptional items and tax	(I - II)	1,156.71	1,622.82
IV	Exceptional Items (Net)		-	127.73
V	Prior Period Items		(0.34)	(0.60)
VI	Profit after exceptional items & before tax	(III - IV, V)	1,156.37	1,749.94
	Tax Expense:			
	(1) Current tax		302.08	442.32
	(2) Deferred tax		0.27	0.22
VII	Total Tax Expense		302.35	442.54
VIII	Profit for the Year	(VI-VII)	854.02	1307.41
IX	Other Comprehensive Income			
A.	Items that will not be reclassified to profit and loss			
B.	Items that will be reclassified to profit and loss			
	Total Comprehensive Income for the year		854.02	1,307.41
A.	Earnings per Equity Share for profit from Continuing Operations attributable to Owners of Dhanalaxmi Roto Spinners Ltd			
	Basic		10.95	33.52
	Diluted		10.95	33.52
Accompanying notes forming part of the Financial Statements		1 to 41		

The accompanying notes are an integral part of these Financial Statements

As per our Report of even date attached

for **G.D. Upadhyay & Co.,**
Chartered Accountants
Firm Regn No.005834S

Sd/
(G.D. Upadhyay)
Partner
Membership No.027187
UDIN: 25027187BMOWLF1169

Place: Hyderabad
Date: 27/05/2025

For and on Behalf of Board of Directors

Sd/-
Narayan Inani
Managing Director cum CFO
DIN: 00525403

Sd/-
Keshav Inani
Whole-time Director cum CEO
DIN: 09296529

Sd/-
Anirudh Inani
Whole-time Director
DIN: 02253588

Sd/-
Pooja Gadhia
Company Secretary
M.No A61818

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2025

(All the amounts are in Lakhs except share data and where otherwise stated)

S.No	Particulars	For the Year Ended March 31, 2025	For the Year Ended March 31, 2024
A.	Cash flow from operating activities :		
	Profit/(loss) before tax	1,156.71	1,622.82
	Adjusted for :		
	Depreciation and amortisation expense	26.03	30.01
	Dividend & Interest Income Classified as Investing Cash Flows	(254.54)	(200.17)
	Finance cost	97.36	86.33
	(Profit)/Loss on Sale of Fixed Assets	-	0.73
	Profit / (Loss) on Securities and Commodities	(37.15)	(2.72)
	(Profit)/loss on sale of property, plant and equipment (net)	-	-
	Balances Written Off	-	6.10
	Prior Period Item	(0.34)	(0.60)
	Operating profit/(loss) before working capital changes	988.07	1,542.50
	Adjusted for :		
	(Increase)/Decrease in trade receivables	355.83	478.73
	Increase/(Decrease) in inventories	(1,054.57)	(61.71)
	Increase/(Decrease) in other assets	(86.13)	(67.95)
	Increase/(Decrease) in trade payables	(467.73)	945.09
	Increase/(Decrease) in other liabilities	128.20	(65.74)
	Increase/(Decrease) in other Non Current Assets	0.95	-
	(Increase)/Decrease in other Financial Assets	(247.42)	-
	Cash generated from operations	-382.79	2770.92
	Net Income taxes (paid) / refunds	(273.38)	(461.23)
	Net cash from operating activities	-656.17	2309.69
B.	Cash flow from investing activities		
	Purchase of Property, Plant & Equipment	(2.59)	(3.42)
	Proceeds from Sale of Property, Plant & Equipment	-	156.03
	Movement in Loans & Advances	(5.00)	3.46
	Movement in Non-Current Investments	(1,895.78)	(385.74)
	(Profit)/Loss on Investments and Transaction of Shares	37.15	2.72
	Dividend & Interest income Classified as Investing Cash Flows	254.54	200.17
	Balances written off	-	(6.10)
	Net cash used in investing activities	(1611.68)	(32.90)
C.	Cash flow from financing activities		
	Proceeds from Long-term/Short term borrowings	539.75	(89.55)
	Dividend paid during the year to Share holders	(58.50)	(48.75)
	Interest and finance charges paid	(97.36)	(86.33)
	Net cash used in financing activities	383.89	(224.63)
	Net (decrease) / increase in cash and cash equivalents	(1883.97)	2052.16
	Cash and cash equivalents as at the beginning of the year	3,868	1,815.69
	Cash and cash equivalents as at the end of the year	1983.89	3867.85
	Bank Overdrafts	(292.29)	(6.53)
	Balances as per Statement of Cash Flows	1,691.59	3,861.32
	Reconciliation of Liabilities from Financing Activities	Non- Current Borrowing (incl Current Portion)	Non- Current Borrowing (incl Current Portion)
	Opening Balance as at 1st April 2024	60.00	82.46
	Add: Proceeds during the year	0.00	0.00
	Less: Repayment during the year	0.00	22.46
	Closing Balance as at 31st March 2025	60.00	60.00

Cash Flow Statement has been prepared under the Indirect method as set out in the Indian Accounting Standard 7 on Cash Flow Statements. Cash and cash equivalents in the Cash Flow Statement comprise cash at bank and in hand, demand deposits and cash equivalents which are short-term and held for the purpose of meeting short-term cash commitments.

The accompanying notes are an integral part of these Financial Statements

As per our Report of even date attached

for **G.D. Upadhyay & Co.,**
Chartered Accountants
Firm Regn No.005834S

Sd/
(G.D.Upadhyay)
Partner
Membership No.027187
UDIN: 25027187BMOWLF1169

Place: Hyderabad
Date: 27/05/2025

For and on Behalf of Board of Directors

Sd/-
Narayan Inani
Managing Director cum CFO
DIN: 00525403

Sd/-
Keshav Inani
Whole-time Director cum CEO
DIN: 09296529

Sd/-
Anirudh Inani
Whole-time Director
DIN: 02253588

Sd/-
Pooja Gadhia
Company Secretary
M.No A61818

Statement of Changes in Equity for the year ended 31 March 2025

A. Equity Share Capital

Particulars	Number of Shares	Amount
Equity Shares of Rs 10/- each with Voting Rights		
As at April 1, 2023	3900300	3,90,03,000
Changes in Equity Share Capital	-	-
As at March 31, 2024	3900300	3,90,03,000
Changes in Equity Share Capital	39,00,300	3,90,03,000
As at March 31, 2025	78,00,600	7,80,06,000

B. Other Equity

Particulars	Reserves and Surplus (refer note no. 13)					Items of Other Comprehensive Income		Total
	Capital Reserve	Securities Premium	General Reserve	Central Subsidy	Investment Allowance utilised reserve	Retained Earnings	Revaluation Surplus	
Balance at April 1, 2023	0.20	-	-	15.00	18.89	3,109.62	102.99	3,246.70
Profit for the year (net of earlier year Taxes paid)	-	-	-	-	-	1,307.41	-	1,307.41
Other Comprehensive Income	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	1,307.41	-	1,307.41
Recognition of Share based Payments options	-	-	-	-	-	-	-	-
Payment of Dividends	-	-	-	-	-	(48.75)	-	(48.75)
Amounts Transferred within the reserves	-	-	-	-	-	-	-	-
Balance at 31 March 2024	0.20	-	-	15.00	18.89	4,417.03	102.99	4,505.35
Profit for the year (net of earlier year Taxes paid)	-	-	-	-	-	854.02	-	854.02
Other Comprehensive Income	-	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	854.02	-	854.02
Recognition of share-based payments	-	-	-	-	-	(58.50)	-	(58.50)
Payment of dividends	-	-	-	-	-	-	-	-
Amounts transferred for Bonus Shares	-	-	-	-	-	(390.03)	-	(390.03)
Balance at 31 March 2025	0.20	-	-	15.00	18.89	4,822.51	102.99	4,910.83

Accompanying notes forming part of the Financial Statements

Land : Ind AS 101 allows entity to elect to measure Property, Plant and Equipment on the transition date at its fair value or previous GAAP carrying value (book value) as deemed cost. The company has elected to measure land at fair value and use these fair values as deemed cost on the date of transition. As a result, the value of land has increased Rs. 10298562.00

As per our Report of even date attached

for G.D. Upadhyay & Co.,
Chartered Accountants
Firm Regn No.005834S

Sd/
(G.D. Upadhyay)
Partner
Membership No.027187
UDIN: 25027187BMOWLF1169
Place: Hyderabad
Date: 27/05/2025

For and on Behalf of Board of Directors

Sd/-
Narayan Inani
Managing Director cum CFO
DIN: 00525403

Sd/-
Anirudh Inani
Whole-time Director
DIN: 02253588

Sd/-
Keshav Inani
Whole-time Director cum CEO
DIN: 09296529

Sd/-
Pooja Gadhia
Company Secretary
M.No A61818

Notes to the Financial Statements**1. Company Overview and Significant Accounting Policies****1 General Information****1.1. Company Overview**

Dhanalaxmi Roto Spinners limited ('the Company') is domiciled in India with its registered office situated at Sy.No.114 & 115, Station Road, Thimmapur, Ranga Reddy Dist, Telangana-509325, India. The Company was incorporated on 11th September, 1987 under the provisions of Indian Companies Act, 1956 and its equity shares are listed on Bombay Stock Exchange (BSE) in India. Dhanalaxmi Roto Spinners limited is mainly engaged in trading activity in the line of wood pulp, paper and waste paper market. The company is trying to improve on small beginning made in last couple of years in commodity trading and exports.

2 Basis of Preparation & Significant Accounting Policies**Basis of Preparation****A) Statement of Compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) (Amendment) Rules, 2016 notified under Section 133 of the Companies Act, 2013 ('the Act') and the other relevant provisions of the Act.

The Financial Statements were authorised for issue by the Company's Board of Directors on 27th May 2025.

B) Functional and presentation currency

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts have been rounded off to the nearest lakhs, unless otherwise stated.

C) Basis of measurement

These financial statements have been prepared on historical cost basis, except for the following items:

Items	Measurement basis
i) Certain Financial assets and liabilities	Fair value
ii) Net defined benefit asset / (obligation)	Fair Value of plan assets less present value of defined benefit obligations

D) Current and non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Schedule III of the Act. Based on the nature of its activities and the time between the acquisition of assets for processing and their realisation in cash or cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

E) Use of estimates and judgements

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised prospectively.

Key sources of estimation of uncertainty at the date of the financial statements, which may cause a material adjustment to the carrying amounts of assets and liabilities within the next financial year, is in respect of useful lives of property, plant and equipment, recoverability of deferred tax assets, provision and contingent liabilities and fair value measurement of financial instrument have been discussed below. Key source of estimation of uncertainty in respect of revenue recognition and employee benefits have been discussed in their respective policies.

Useful lives of property, plant and equipment

The Company estimates the useful lives of property, plant and equipment based on the period over which the assets are expected to be available for use. The estimation of the useful lives of property, plant and equipment is based on collective assessment of industry practice, internal technical evaluation and on the historical experience with similar assets. It is possible, however, that future results from operations could be materially affected by changes in estimates brought about by changes in factors mentioned above. The amounts and timing of recorded expenses for any period would be affected by changes in these factors and circumstances. The estimated useful lives are reviewed periodically and are updated if expectations differ from previous estimates due to physical wear and tear, technical or commercial obsolescence and legal or other limits on the use of the assets.

Recoverability of deferred tax assets

In determining the recoverability of deferred income tax assets, the Company primarily considers current and expected profitability of applicable operating business segments and their ability to utilize any recorded tax assets. The Company reviews its deferred income tax assets at every reporting period end, taking into consideration the availability of sufficient current and projected taxable profits, reversals of taxable temporary differences and tax planning strategies.

Fair value Measurement of financial instrument

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility.

Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Provisions and contingent liabilities

A provision is recognised when the Company has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are not recognised in the financial statements. Contingent assets are neither recognised nor disclosed in the financial statements.

Recent accounting pronouncements

Recent pronouncements Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2025, MCA has notified Ind AS – 117 Insurance Contracts and amendments to Ind AS 116 – Leases, relating to sale and leaseback transactions, applicable to the Company w.e.f. April 1, 2024. The Company has reviewed the new Pronouncements and based on its evaluation has determined that it does not have any significant impact in its financial statements.

2.1 Significant Accounting Policies**A. Financial instruments**

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

Cash & Cash Equivalents

The Company considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms

of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

Financial assets are measured at fair value through other comprehensive income if these financial assets are held within a business whose objective is achieved by both collecting contractual cash flows on specified dates that are solely payments of principal and interest on the principal amount outstanding and selling financial assets.

Financial assets at fair value through profit or loss

Financial assets are measured at fair value through profit or loss unless they are measured at amortised cost or at fair value through other comprehensive income on initial recognition.

The transaction costs directly attributable to the acquisition of financial assets and liabilities at fair value through profit or loss are immediately recognised in statement of profit and loss.

The Company has made an election to present subsequent changes in the fair value of equity investments as other income in the statement of profit and loss.

Financial liabilities

Financial liabilities are measured at amortised cost using the effective interest method.

Equity instruments

An equity instrument is a contract that evidences residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments recognised by the Company are recognised at the proceeds received net off direct issue cost.

Derecognition of financial instruments

The Company derecognises a financial asset when the contractual rights to the cash flows from the asset expire or when it transfers the financial asset and substantially all the risk and rewards of ownership of the asset to another party. On derecognition of a financial asset, the difference between assets carrying amount and the sum of consideration received or receivable or the cumulative gain or loss that had been recognised in the statement of profit and loss.

The Company derecognises financial liabilities when and only when the Company's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the statement of profit and loss.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

D) Impairment

Financial assets (other than at fair value)

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired. Ind AS 109 requires expected credit losses to be measured through a loss allowance. In determining the allowances for doubtful trade receivables, the Company has computed the expected credit loss allowance for trade receivables based on a provision matrix. The provision matrix takes into account historical credit loss experience and is adjusted for forward looking information. The expected credit loss allowance is based on the ageing of the receivables that are due and rates used in the provision matrix. For all other financial assets, expected credit losses are measured at an amount equal to the 12-months expected credit losses or at an amount equal to the life time expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition.

Non-financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the

recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

If the recoverable amount of an asset (or CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or CGU) is reduced to its recoverable amount. An impairment loss is recognised in the statement of profit and loss.

E. Property, Plant And Equipment / Depreciation

(i) Recognition And Measurement

Items of property, plant and equipment are measured at cost, less accumulated depreciation, and accumulated impairment losses, if any.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labour, and other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in statement of profit or loss.

Capital work-in-progress:-Projects under which Property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iii) Expenditure during construction period

Expenditure/Income during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under capital work-in-progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as capital advances under "other non-current assets".

(iv) Depreciation

Depreciation is provided on the straight-line method as per the useful life prescribed in Schedule II to the 2013 Act except in respect of following categories of assets in whose case the life of certain assets has been assessed based on technical advice taking into account the nature of the asset, the estimated usage of the asset, the operating condition of the asset, past history of replacement, maintenance support etc.

The Company reviews the residual value, useful lives and depreciation method annually and, if current estimates differ from previous estimates, the change is accounted for as a change in accounting estimate on a prospective basis.

Asset	Useful lives (in years)
Land-Industrial Plot	-
Building (RCC Frame Structure)	60
Building (Other than RCC Frame Structure)	30
Borewell	15
Furnitures & Fixtures	10
Vehicles (Cars)	08
Motor Cycle	10
Office Equipments	05
Computers & Printers	03
Honda Generator	15
Old Steel Containers	15

The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis. Assets costing Rs.5,000 and below are depreciated over a period of one year.

Land is not depreciated.

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Land : Ind AS 101 allows entity to elect to measure Property, Plant and Equipment on the transition date at its fair value or previous GAAP carrying value (book value) as deemed cost. The company has elected to measure land at fair value and use these fair value as deemed cost on the date of transition. As a result, the value of land has increased Rs. 10298562.00

F. Intangible assets

(i) Recognition and measurement

Intangible assets including those acquired by the Company are initially measured at cost. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditures are recognised standalone statement in profit or loss as incurred.

(iii) Amortisation

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values over the estimated useful lives using the straight-line method, and is included in depreciation and amortisation in statement of profit and loss.

The estimated useful lives are as follows:

Club Membership	99 Years
-----------------	----------

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate

G. Inventories

Inventories are measured at the lower of cost and net realisable value. The cost of raw materials are computed basis the moving average cost, and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs incurred in bringing them to their present location and condition. In the case of finished products and work-in-progress, costs includes an appropriate share of fixed production overheads based on normal operating capacity.

Net realisable value is the estimated selling price in the ordinary course of business, less the estimated selling expenses.

The net realisable value of work-in-progress is determined with reference to the selling price of related finished goods. Raw materials, components and other supplies held for use in production of finished goods are not written down below cost except in cases where material prices have declined and it is estimated that the cost of the finished products will exceed their net realizable value.

The comparison of cost and net realisable value is made on an item-by-item basis.

H Employee benefits**i) 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.

ii) 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.

I. Provisions, contingent liabilities and contingent assets

A provision is recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provision are recognised at the best estimates of the expenditure required to settle the present obligation at the balance sheet date. If the effect of the time value of money is material, provisions are discounted using a pre-tax rate that reflects, when appropriate, the risks specific to the liabilities.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non - occurrence of one or more uncertain future events not wholly within the control of the Company.

Claims against the Company where the possibility of any outflow of resources in settlement is remote, are not disclosed as contingent liabilities.

Contingent assets are not recognised in financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognised.

J. Revenue**i. Sale of goods**

Revenue is measured at the fair value of consideration received or receivable net off trade discounts, volume rebates, outgoing taxes on sales. Any amounts receivable from the customer are recognised as revenue after the control over the goods sold are transferred to the customer. Revenue is recognised on the basis of approved contracts regarding the transfer of goods or services to a customer for an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

ii. Rendering of services

Revenue for job work services is recognised as and when services are rendered, in accordance with the terms of the contract. The amount recognised as revenue is exclusive of goods and service tax (GST) and its net of returns and trade discounts.

iii. Rental income

Rental income is recognised as part of other income on a straight-line basis over the term of the lease except where the rentals are structured to increase in line with expected general inflation.

iv. Dividend

Dividend from investment is recognised as revenue when right to receive the payments is established.

v. Interest income

Interest income is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. While calculating the effective interest rate, the company estimates the expected cash flows by considering all the contractual terms of the financial instruments but does not consider the expected credit losses

K Income tax

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination or to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets - unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets or liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they relate to income taxes levied by the same tax authority on the same taxable entity or on different taxable entities, but they intend to settle current tax liabilities and assets on net basis or their tax assets and liabilities will be realised simultaneously.

Minimum alternate tax Credit Entitlement

Minimum alternate tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Company recognizes a deferred tax asset on the MAT credit available only to the extent that there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The Company reviews the deferred tax asset created on MAT credit entitlement asset at each reporting date and writes down the asset to the extent the Company does not have convincing evidence that it will pay normal tax during the specified period.

L Borrowing costs

Borrowing cost are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest cost) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of cost of asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

M Earnings per share

The basic earnings per share ('EPS') is computed by dividing the net profit / (loss) after tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, net profit/(loss) after tax for the year attributable to the equity shareholders and the weighted average number of equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

N Foreign currency transactions

In preparing the financial statements of the Company, transactions in currencies other than the Company's functional currency (i.e. foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rate as at the date of initial transactions.

Exchange differences on monetary items are recognised in the statement of profit and loss in the period in which they arise.

O Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

P Cash flow statement

Cash flow statement Cash Flows are reported using the indirect method, whereby net Profit before tax is adjusted for the effects of transactions of a non-cash nature, such as deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. In the statements of cash flows, cash and cash equivalents consist of cash and short term deposits, as defined above net of outstanding bank overdrafts as they are considered as integral part of the Company cash management.

Notes on Financial Statements for the Year Ended 31st March, 2025(All the amounts are in Lakhs except share data and where otherwise stated)**3.1 PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Carrying Amounts of:		
1. Land	103.00	103.00
2. Building (RCC Frame Structure)	154.15	157.31
3. Building (Other than RCC Frame Structure)	65.25	67.57
4. Borewell	1.27	1.37
5. Furnitures & Fixtures	4.57	3.64
6. Vehicles (Cars)	65.26	83.04
7. Office Equipments	4.50	6.17
8. Computers & Printers	2.40	1.76
Total in Rs.	400.41	423.85

3.1(a) Details of Property, plant and equipment Cost or deemed cost

Particulars	Balance as at 31/03/24	Additions	Deletions	Balance as at 31/03/25
1. Land	103.00	-	-	103.00
2. Building (RCC Frame Structure)	206.27	-	-	206.27
3. Building (Other than RCC Frame Structure)	152.66	-	-	152.66
4. Borewell	2.31	-	-	2.31
5. Furnitures & Fixtures	22.24	1.50	-	23.74
6. Vehicles (Cars)	210.20	-	-	210.20
7. Office Equipments	28.09	-	-	28.09
8. Computers & Printers	21.09	1.09	-	22.18
Total in Rs.	747.43	2.59	-	748.44

Notes: 1) Kindly refer note no 14.4 on Borrowings, for the details related to hypothecated property, plant and equipment of the Company

3.1(b) Accumulated depreciation and impairment

Particulars	Balance as at 31/03/24	Additions	Deletions	Balance as at 31/03/25
1. Land	-	-	-	-
2. Building (RCC Frame Structure)	48.96	3.16	-	52.12
3. Building (Other than RCC Frame Structure)	85.09	2.31	-	87.40
4. Borewell	0.95	0.09	-	1.04
5. Furnitures & Fixtures	18.60	0.57	-	19.17
6. Vehicles (Cars)	127.16	17.78	-	144.94
7. Office Equipments	21.92	1.66	-	23.58
8. Computers & Printers	19.33	0.45	-	19.78
Total in Rs.	323.58	26.03	-	348.04

3.2 INTANGIBLE ASSET

Particulars	As at 31st March, 2025	As at 31st March, 2024
Carrying Amounts of:		
Sterling Holiday Resorts	0.26	0.27
Total in Rs.	0.26	0.27

3.2(a) Gross Carrying amount of Intangible Asset

Gross Carrying amount of Intangible Asset	Balance as at 31/03/24	Additions	Deletions	Balance as at 31/03/25
Sterling Holiday Resorts	0.39	-	-	0.39
Total in Rs.	0.39	-	-	0.39

3.2(b) Accumulated Amortization

Accumulated Amortization	Balance as at 31/03/24	Additions	Deletions	Balance as at 31/03/25
Sterling Holiday Resorts	0.12	-	-	0.13
Total in Rs.	0.12	-	-	0.13

4: Investments

Particulars	As at 31st March, 2025	As at 31st March, 2024
<u>Investments in Unquoted (At Cost) Equity Shares:</u>		
Ketki Finance Limited (75000 Shares of Rs. 10/- each fully paid up)	7.54	7.54
Rajyalaxmi Petro Chemicals Pvt. Ltd. (100 Shares of Rs. 10/- each fully paid up)	0.01	0.01
Suraj Trade & Properties P Ltd (18000 Shares of Rs. 10/- each fully paid up)	8.10	8.10
Karmangaht Securities (P) Ltd (500 Shares of Rs 10 /- each fully paid up)	0.50	0.50
Investments in NSE Shares Unquoted (10000 Shares of Rs 10/- each fully paid up)	58.00	58.00
(A) Total of Unquoted Equity Shares	74.15	74.15
(B) Total of Quoted Investments	430.76	215.44
(C) Investment in Gold	1.38	1.38
Investment in Silver Bar	1.12	1.12
Investment in Mutual Funds and AI Funds	2,030.46	350.00
Total in Rs	2,537.87	642.09
4.1 Non Current Investments	76.64	76.64
4.2 Current Investments -Quoted	2,461.23	565.44
Total in Rs	2,537.87	642.09

5: Loans

Particulars	As at 31st March, 2025	As at 31st March, 2024
<u>(Unsecured, Considered Good) :</u>		
(A) Security Deposits - Deposits (Advance Recoverable in cash or in kind or for value to be considered good)	5.00	-
Total in Rs	5.00	-
5.1 Non Current Loans	5.00	-
5.2 Current Loans	-	-
	5.00	-

6: Other Financial Assets

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Balance With Revenue Authorities	2.50	4.03
(B) Advances to Others	119.24	30.00
(C) Advance to Suppliers	159.94	0.23
Total in Rs	281.68	34.26
6.1 Other non current Financial Assets	281.68	34.26
Total in Rs	281.68	34.26

6.2 Advance to Others includes Rs 119.24 Lakhs paid for flat booking at Presitge City

7: Inventories

Particulars	As at 31st March, 2025	As at 31st March, 2024
Inventories - (At lower of cost or net realisable value)		
(A) Wood Pulp	1,122.89	33.81
(B) Paper	0.03	34.54
Total in Rs	1,122.91	68.35

Notes: Refer note no. 14.4 for inventories pledged & refer note no.2.1.G for basis of Valuation

8: Trade Receivables

Particulars	As at 31st March, 2025	As at 31st March, 2024
<u>(A) Unsecured and Considered Good :</u>		
Over six Months	34.87	109.93
Others	2,380.04	2,660.81
Total in Rs	2,414.91	2,770.74

Notes: The credit period on sales of goods varies with seasons and business segments/ markets and generally ranges between 30 to 180 days. No interest is recovered on trade receivables for payments received after the due date.

Before accepting any new customer, the Company has a credit evaluation system to assess the potential customer's credit quality and define credit limits for the customer. Credit limits attributed to customers are reviewed on an annual basis.

Trade receivables are hypothecated as Security for Borrowings

Ageing of Trade receivable is disclosed in Note 39 B for schedule III disclosure.

9: Cash and cash equivalents

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Balance with Banks:		
In Current Accounts	22.19	286.29
Deposits with Maturity of Less than 3 Months	964.66	943.77
(B) Cash Balance	2.08	2.20
Sub Total (A)	988.93	1,232.26

10: Bank Balances Other than Cash and Cash Equivalents

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Bank Deposits with maturity of More than 3 months	994.96	2,635.59
Sub Total (B)	994.96	2,635.59
Total [A + B]	1,983.89	3,867.85

11: Other Current Assets

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Prepaid Expenses	0.83	3.07
(B) GST Receivable	311.03	226.38
(C) Others	35.24	32.47
Total in Rs	347.10	261.92
11.1 Non Current Assets	2.09	3.04
11.2 Current Assets	345.01	258.88
	347.10	261.92

12: Share Capital

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Authorized Share Capital		
1,50,00,000 Equity Shares of Rs. 10/- each with Voting Rights. (P Y 50,00,000 Equity Shares of Rs. 10/- each with Voting Rights.)	1,500.00	500.00
	1,500.00	500.00
(B) Issued,Subscribed & Paid Up Capital		
78,00,600 Equity Shares of Rs. 10/- each, Fully Paid up Share capital each with Voting Rights (P Y 39,03,000 Equity Shares of Rs. 10/- each with Voting Rights.)	780.06	390.03
Total in Rs	780.06	390.03

12.1 During the year, the company has increased its authorised share capital to Rs.15,00,00,000/-, i.e 1,50,00,000 equity shares of Rs 10/- each, to accommodate issue of bonus shares.

12.2 During the year, the company issued bonus shares in the ratio 1:1, i.e. 39,00,300 equity shares of Rs 10/- each. Hence the total number of shares outstanding at the beginning of the year were 39,00,300 and at the end of the year is 78,00,600

Particulars	As at 31st March, 2025	As at 31st March, 2024
Equity Shares at the Beginning of the year	39,00,300	39,00,300
Add / (Less): Equity shares issued / bought back during the year	39,00,300	-
Equity Shares at the Close of the year	78,00,600	39,00,300

12.3 The Company has one class of equity shares having a face value of Rs10 each .Each shareholder is eligible for one vote per share held.

12.4 In the event of liquidation of the Company, equity shareholders will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity share held by the shareholders.

12.5 There were no equity shares allotted as fully paid up pursuant to contracts without payment received in cash, bonus shares were issued and allotted in the ratio 1:1 i.e, 39,00,300 shares of Rs. 10/- each. There were no equity shares bought back, during the period of 5 years immediately preceding the Balance Sheet date

13: Other Equity

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Capital Reserve	0.20	0.20
(B) Central Subsidy	15.00	15.00
(C) Investment Allowance utilised reserve	18.89	18.89
(D) Revaluation Surplus	102.99	102.99
(E) Retained Earnings:	-	-
Balance brought forward from previous year	4,368.28	3,109.62
Add: Profit for the period	854.02	1,307.41
	5,222.29	4,417.03
Less: Issue of Bonus Shares from Reserves & Surplus	390.03	-
Less: Dividend to Equity Share Holders for FY 2023-24 (Rs 1.5/- Per Share)	58.50	-
Less: Dividend to Equity Share Holders for FY 2022-23 (Rs 1.25/- Per Share)	-	48.75
Surplus in Statement of Profit & Loss Account	4,773.76	4,368.28
Total in Rs	4,910.83	4,505.35

Note: Retained earnings represents the Company's undistributed earnings after taxes.

Dividends declared by the Company are based on profits available for distribution. During financial year 2024-25 Company has paid final dividend of Rs 1.5 per share in respect of the year ended 31st March 2024.

14:Borrowings

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Secured:		
Term Loans:		
Loans repayable on Demand from Banks	292.29	6.53
(B) Unsecured:		
Loans & Advances from Related Parties		
- From Directors	307.41	53.69
- Other Related Parties	0.27	-
Others	60.00	60.00
Total of Loans	659.97	120.23
14.1 Non Current Borrowings	60.00	60.00
14.2 Current Borrowings	599.97	60.23
Total of Loans	659.97	120.23

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

Particulars	As at 31st March, 2025	As at 31st March, 2024
1. HDFC Car Loan(Against Innova car)	-	120.23
2. Punjab National Bank (against Tata Nexon)	-	180.23
3. Kotak Mahindra Prime Ltd KIA	-	60.23
4. Kotak Mahindra Prime Ltd MG	-	13.00

- 14.4 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 premises in the name of the company and in the name of Directors & relatives personal guarantee of directors and the sanction limits are Rs. 0.01 crores for CC, Rs. 6.50 Crores for IBN, Rs. 20.00 crores for FLC/ILC, Rs.20.00 crores for forward Sales contract.
- 14.5 Working Capital limits sanctioned by Kotak Mahindra 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 premises in the name of the Directors & relatives. Personal Guarantee of Directors and Company fixed Deposits to the tune of Rs 5.28 crores and the sanction limits are Rs. 0.10 crores for OD, Rs. 15.00 crores FOR LCBD, Rs 25.00 crores for FLC/ILC.
- 14.6 There is no breach of loan agreement. The Company has not defaulted on repayment of interest and loans as at the balance sheet date.

15: Income Tax

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Deferred Tax Liability(Net)		
Opening Balance	31.47	31.25
In Relation to Property, Plant & Equipment	0.27	0.22
(B) Provision for Income Tax	302.08	442.32
Total in Rs	333.82	473.79
15.1 Deferred Tax Liability (Net)	31.74	31.47
15.2 Current Tax Liability	76.00	47.29
Total in Rs	107.74	78.77

15.3 Reconciliation of Tax Expense to the Accounting Profit is as follows:

Particulars	As at 31st March, 2025	As at 31st March, 2024
Accounting Profit before Tax	1,156.37	1,749.94
(A) Tax Expense at Statutory Tax rate of 25.6256%	296.33	440.43
Adjustments:		
(B) Effect of expenses that are not deductible in determining taxable profit:		
Donations	-	0.22
Rental property Depreciation	1.80	1.96
Interest on TDS & other taxes	0.01	-
CSR Expenditure	6.41	4.35
Depreciation as per IT & Companies Act	0.27	0.22
Late Filing Fees	0.22	-
	8.71	6.75
(C) Total of expenses that are not deductible in determining taxable profit:		
Effect of income that is exempt from tax:		
30 % Repairs for rental property	5.83	5.73
others	4.66	0.08
	10.49	5.81
(D) Others	8.73	1.26
Tax expense reported in Profit and Loss statement (A+B-C+D)	303.28	442.63

16: Other Liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Advance From Customers	251.37	67.85
(B) Other Payables	66.31	104.43
(C) Current Maturities of Long Term Loans	-	17.20
Total in Rs	317.68	189.48
16.1 Non Current Liabilities		
16.2 Current Liabilities	317.68	189.48
Total in Rs	317.68	189.48

16.3 Other Payables includes rental advance and statutory dues such as TDS Payable & Other Outstanding Liabilities Payable.

17: Trade Payables

Particulars	As at 31st March, 2025	As at 31st March, 2024
(A) Sundry Creditors		
(i) Total outstanding dues of Micro Enterprises and Small Enterprises	-	-
(ii) Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises	2,317.75	2,785.48
Total in Rs	2,317.75	2,785.48

17.1 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.

17.2 Aging of Trade payable is disclosed in Note 39 C for schedule III disclosure.

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006		
Trade payable other than acceptances include certain dues to Micro and Small Enterprises, under the Micro, Small and Medium Enterprises Development Act, 2006 that have been determined based on the information available with the company and the required disclosures are given below:		
Particulars	As at March 31,	As at March
	2025	31, 2024
a) Principal amount remaining unpaid	Nil	Nil
b) Interest due thereon	Nil	Nil
c) Interest paid by the Company in terms of Section 16 of Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of payments made to the supplier beyond the appointed day during the year	Nil	Nil
d) Interest due and payable for the period of delay in making payment (which have been paid but beyond the day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	Nil	Nil
e) Interest accrued and remaining unpaid	Nil	Nil
f) Further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprises.	Nil	Nil

18 : Revenue from Operations

Particulars	As at 31st March, 2025	As at 31st March, 2024
Sale of Products	18,547.13	19,660.38
Total in Rs	18,547.13	19,660.38

- 18.1 The Company is primarily in the Business of Trading and sale of Pulp and Paper Products. All sales are made at a point in time and revenue recognised upon satisfaction of the performance obligations which are typically upon dispatch/ delivery. The Company has a credit evaluation policy based on which the credit limits for the trade receivables are established, the Company does not give significant credit period resulting in no significant financing component.

19 : Other Income

Particulars	As at 31st March, 2025	As at 31st March, 2024
Interest Income	249.34	195.32
Rental Income	79.35	79.35
Dividend Income from Current Investment	5.20	4.85
Other Receipts	360.06	656.99
Total in Rs	693.95	936.51

19.1 Interest Income Comprises of Interest from Bank on Fixed Deposits.

20: Changes in Inventories of Stock-in-Trade

Particulars	As at 31st March, 2025	As at 31st March, 2024
Stock in Trade as at 1st April	68.35	6.64
Stock in Trade as at 31st March	1,122.91	68.35
Total in Rs	(1,054.57)	(61.71)

21: Employee Benefit Expenses

Particulars	As at 31st March, 2025	As at 31st March, 2024
Salaries & Bonus	169.00	138.35
Directors Remuneration	108.00	118.50
Staff Welfare & Other Benefits	1.49	0.60
Total in Rs	278.49	257.45

22: Depreciation & Amortised Cost

Particulars	As at 31st March, 2025	As at 31st March, 2024
Depreciation of Property, Plant & Equipment (Refer note no.3.1)	26.03	30.00
Amortization of Intangible Asset (Refer note no.3.2)	-	-
Total in Rs	26.03	30.00

23: Other Expenses

Particulars	As at 31st March, 2025	As at 31st March, 2024
Rent, Rates, Taxes and Renewals	28.66	13.13
Telephone Expenses	0.68	1.04
Bad Debts Written Off	-	6.10
Conveyance	0.27	0.18
Repairs & Maintenance	29.57	52.64
Electricity Expenses	6.60	6.40
Insurance	1.93	2.33
Travelling Expenses	64.76	49.40
Directors' Sitting Fees	0.66	1.76
Auditors' Remuneration	1.25	1.25
Internal Audit Fee	1.20	-
Business Promotion Expenses	6.44	8.12
Advertisement	0.74	0.59
Freight Outwards	159.24	149.42
Commission and Brokerage	250.07	232.11
Conference Expenses	3.80	16.02
Other Miscellaneous Expenses	12.06	11.03
Consultancy and Service Charges	41.82	16.21
Charities & Donations	-	0.87
Loss on Currency Futures and Options	10.22	-
Share Transfer & Demat Expenses	2.67	4.16
Loss on sale of Assets	-	0.73
CSR Expenditure	25.01	17.27
Total in Rs	647.65	590.75

24: Financial Costs

PARTICULARS	As at 31st March, 2025	As at 31st March, 2024
Interest Expenses	28.74	14.75
Other Borrowing Cost	68.61	71.58
Total in Rs	97.36	86.33

S.No	Particulars	31-03-2025	31-03-2024
25.	Estimated amount of contracts remaining to be executed on Capital account not provided for (Net of advances)	Nil	Nil
26 A	Contingent Liabilities not provided for FLC & Bank Guarantee issued by the Bank	3727.40	3,784.80
26 B	During the year GST Audit was conducted for the period 17-18 to 22-23 and they have issued the Final Audit report raising a demand for which adjudication is pending	343.37	--
27	Auditors Remuneration :		
	Audit Fees	1.00	1.00
	Tax Representation Fees	0.25	0.25
	Service Tax/GST	-	-

28 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.

29 Quantitative particulars (in Kilograms) :

Product	Opening Stock	Purchases	Sales	Closing Stock
Pulp Stock	50870.00	31331740	29310103	2072507
Cotton Waste	-	9350	9350	-
Paper Stock	29547	-	29525	22

S.No	Particulars	31-03-2025	31-03-2024
30.	Value of Imports on CIF Basis		
	Raw Materials	Nil	Nil
	Spare Parts and Consumables	Nil	Nil
	Capital Goods	Nil	Nil
31.	Expenditure in Foreign Currency		
	Towards Purchases	17,228.53	17,138.72
	Towards Travelling	20.89	19.15
	Towards Commission	-	-
32.	Earnings in Foreign Currency	380.41	583.51

33 Related Party Disclosure:

During the year, the Company entered into transactions with the related parties. Those transactions along with related balances as at 31st March, 2025 and for the year ended are presented in the following table.

(The information is given as compiled and certified by the management)

Associate Concerns

1	Shrimannarayan Enterprises P Ltd
2	Anirudh Inani HUF

Directors/Key Management Personnels:

1	Narayan Inani
2	Anirudh Inani
3	Dhanraj Soni
4	Vivek Baheti
5	Anushree Atasniya
6	Keshav Inani
7	Natasha Inani

Relatives of Directors/Key Management Personnels

1	Sangita Inani
2	Divya Inani
3	Srinidhi Inani
4	Vasundhara Inani
5	Rajkumar Inani

Related Party Transactions (Amount in Lakhs)

Particulars	Key Person/ Relatives	Associates
Directors' Remuneration	108.00	-
Directors' Sitting Fees	0.66	-
Advances Paid /(Received)	316.89/53.52	-
Interest to Directors	26.73	-
Purchase and Sale	-	316.90/58.70
Rent to Relatives/ Directors	-	3.60
Consultation charges paid to Director Father	25.00	-
Salaries & Bonus to Relatives	162.50	-

34. Basic and Diluted Earnings per Share {"EPS"} computed in accordance with Ind AS 33 'Earnings per Share'

Particulars		2024-25	2023-24
Basic			
Profit after tax as per Statement of Profit and Loss	A	854.02	1307.41
Number of Shares subscribed	B	78.01	39.00
Basic EPS (Rupees)	A/B	10.95	33.52
Diluted			
Profit after tax as per Statement of Profit and Loss	A	854.02	1307.41
Number of Shares subscribed	B	78.01	39.00
Diluted EPS (Rupees)	A/B	10.95	33.52

34.1 Decrease in EPS is primarily due to the increase in authorised capital and subsequent issuance of bonus shares , which has led to a higher total number of shares, thereby diluting the EPS

35 Approval of financial statements:

The financial statements were approved for issue by the Board of Directors on 27th May, 2025

36 Corporate Social Responsibility expenditure :

As per Section 135 of the Act, a Company meeting the applicability threshold, needs to spend atleast 2% of its average net profit for the immediately preceding three financial years on CSR activities. The Company was required to spend the gross amount of Rs 24.97/- Lakhs during the year on corporate social responsibility activities.

37 Dividend paid and proposed:

Dividends on equity shares were declared and paid by the Company during the year

Sl.No	Particulars	Dividend Per Equity Share	As At 31/03/2025	Number of shares as at 31/03/2024
1.	Final Dividend on Equity Shares	1.5	58.50	39.00

38 Capital Management :

The Company's policy is to maintain a strong capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors the return on capital as well as the level of dividends to ordinary shareholders.

The Company monitors capital using a ratio of 'adjusted net debt' to 'total equity'. For this purpose, adjusted net debt is defined as total liabilities, comprising interest-bearing loans and borrowings and obligations under finance leases, less cash and cash equivalents. Adjusted equity comprises all components of equity.

The Company's adjusted net debt to equity ratio at 31st March, 2025 was as follows.

Particulars	2024-25	2023-24
Total Borrowing	659.97	120.23
Less : Cash and cash equivalent	988.93	1232.26
Total equity	5,690.89	4,895.38
Net debt to equity ratio	0.17	0.25

39 Additional Regulatory information**A Ratios**

Particulars	Numerator	Denominator	Current year	Previous year	% Change
Current ratio (in times)	Total current Asset	Total current liabilities	2.51	2.44	2.93
Debt-Equity ratio (in times)	Debt consist of borrowings	Total equity	0.12	0.02	372.21
Debt service coverage ratio (in times)	Earning for Debt Service = Net Profit after taxes + Non cash Operating expenses + Interest+ Other non cash adjustments	Debt service = Interest payment	31.62	91.67	-65.51
Return on equity ratio (in %)	Profit for the year	Total equity	0.15	0.27	-43.81
Inventory turnover ratio (in times)	Net Sales	Average Inventory	31.14	524.35	-94.06
Net capital turnover ratio (in times)	Revenue from Operations	Working capital (ie Total current assets less Total current liabilities)	3.70	4.42	-16.34
Net profit ratio (in %)	Profit/(Loss) for the year	Revenue from operations	0.05	0.07	-30.76
Return on capital employed (in %)	Profit before tax and finance costs	Closing capital employed = Net worth + Current and Non Current Borrowings	0.20	0.34	-42.05
Interest Coverage Ratio	Earnings before interest and Taxes	Interest Expenses	186.75	220.79	-15.42
Debtors Turnover Ratio	Net Credit Sales	Average Accounts Receivable	7.15	6.53	9.52
Operating Profit Ratio	Operating Profit	Net Sales	8.58	8.80	-2.49
Return on Net Worth	Net Income	Share Holders Equity	1.09	3.35	-67.34

B. Trade payable aging schedule**a) As at 31-March-2025**

Particulars	Outstanding for following periods from due date of payment					Total
	Not Due	Less than 1 year	1 -2 years	2 -3 years	More than 3 year	
i) MSME	-	-	-	-	-	-
ii) Disputed MSME	-	-	-	-	-	-
iii) Others trade payables	-	2317.75	-	-	-	2317.75
iv) Disputed dues - Others	-	-	-	-	-	-
Total	-	2317.75	-	-	-	2317.75

C. Trade receivable aging schedule

a) As at 31-March-2025

Particulars	Outstanding for following periods from due date of payment						Total
	Not Due	Less than 6 months	6 months < 1 year	1-2 years	2 -3 years	More than 3 year	
1) Undisputed - considered good	-	2380.04	34.87	-	-	-	2414.91
2) Undisputed - which have significant increase in credit risk	-	-	-	-	-	-	-
3) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-	-
4) Disputed Trade Receivables - considered doubtful	-	-	-	-	-	-	-
5) Disputed - which have significant increase in credit risk	-	-	-	-	-	-	-
6) Disputed - credit impaired	-	-	-	-	-	-	-
Less : Allowance for doubtful trade receivables	-	-	-	-	-	-	-
Total	-	2380.04	34.87	-	-	-	2414.91

D Other Statutory Information

- (i) The Company did not have any transactions with companies struck off under section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956 during the financial year.
- (ii) No transactions to report against the following disclosure requirements as notified by MCA pursuant to amended Schedule III:
- Crypto Currency or Virtual Currency
 - Benami Property held under Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder
 - Registration of charges or satisfaction with Registrar of Companies
 - Approved scheme(s) of Arrangements
 - Number of layers of companies
 - Undisclosed income
 - Revaluation of PPE and intangible assets
 - Title Deeds of immovable properties not held in name of the company
 - Wilful defaulter
- (iii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- (iv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

- (v) The Company has borrowings from bank on the basis of security of current assets. The quarterly returns or statement of current assets filed by the Company with banks are in agreement with the books of accounts.
40. The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.
- 41 **Events after the reporting period :**
No significant adjusting event occurred between the balance sheet date and date of the approval of these financial statements by the Board of Directors of the Company requiring adjustment or disclosure.
- 42 Information with regard to other matters specified in Schedule III to the Act is either nil or not applicable to the Company for the year.
- 43 The figures for the previous periods have been regrouped / rearranged wherever necessary to confirm to the current periods classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective 1st April, 2021.

As per our Report of even date attached

for **G.D. Upadhyay & Co.,**
Chartered Accountants
Firm Regn No.005834S

Sd/
(G.D.Upadhyay)
Partner
Membership No.027187
UDIN: 25027187BMOWLF1169

Place: Hyderabad
Date: 27/05/2025

For and on Behalf of Board of Directors

Sd/-
Narayan Inani
Managing Director cum CFO
DIN: 00525403

Sd/-
Keshav Inani
Whole-time Director cum CEO
DIN: 09296529

Sd/-
Anirudh Inani
Whole-time Director
DIN: 02253588

Sd/-
Pooja Gadhia
Company Secretary
M.No A61818

If undelivered please return to :

DHANALAXMI ROTO SPINNERS LIMITED

Sy. No. 114 & 115, Station Road, Thimmapur - 509325.
Rangareddy Dist., (Telangana)