

To  
The Secretary  
The Bombay Stock exchange limited,  
Phiroze JeeJee Bhai Towers,  
Dalal street,  
Mumbai -400001

Date: 06<sup>th</sup> June, 2024

Dear Sir/Madam,

**Sub:** Submission of Notice of 37<sup>th</sup> Annual General Meeting for the financial year 2023-24 as required under SEBI (Listing Obligations and Disclosure Requirements) 2015

**Ref:** Dhanalaxmi Roto Spinners Limited (Scrip Code: 521216)

In respect to the above captioned subject, we would like to bring to your kind notice that the Annual General Meeting of the members of the Dhanalaxmi Roto Spinners Limited will be held on Saturday the 29<sup>th</sup> day of June, 2024 at 11: 30 am through video conferencing (VC)/ other audio visual means (OVAM), in compliance with the provisions of the Companies Act, 2013 and in accordance with the circulars / notifications issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India to transact the business, as set forth in the Notice convening the Meeting.

In terms of the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Notice of the 37<sup>th</sup> Annual General Meeting is enclosed herewith.

The Annual Report including Notice of AGM is also uploaded on the Company's website and can be accessed at <https://dhanroto.com/>

The following are the cut-off dates in respect of the 37<sup>th</sup> Annual General Meeting:

S.No	Event	Day & Date	Time
1	Cut-off Date to vote on the proposed resolutions	22 <sup>nd</sup> June, 2024 Saturday	NA
2	E-voting commencement	26 <sup>th</sup> June, 2024 Wednesday	09:30 A.M.
3	E-voting ends	28 <sup>th</sup> June, 2024 Friday	05:00 P.M.

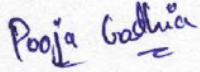


This is for your kind information and record.

Thanking You,

Yours Faithfully

For DHANALAXMI ROTO SPINNERS LIMITED

A handwritten signature in blue ink that reads "Pooja Gadhia". The signature is written in a cursive style with a horizontal line underneath the name.

**Pooja Gadhia**  
**(Compliance officer)**  
**(M.No. A61818)**

# Dhanalaxmi Roto Spinners Limited

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 37th Annual General Meeting of the Members of **DHANALAXMI ROTO SPINNERS LIMITED** will be held through Video Conferencing ("VC") on Saturday, the 29th Day of June, 2024 at 11:30 A.M. to transact the following Business:

### **ORDINARY BUSINESS:**

#### **1. Adoption of Audited Financial Statements**

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2024 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 FY 2023-24.

#### **3. Appointment of Director retiring by Rotation**

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

### **SPECIAL BUSINESS:**

4. To consider and approve the appointment of Mr. Vivek Baheti (DIN:02216544) as an Independent Director of the Company and if thought fit, to pass the following resolution as a Special Resolution

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Vivek Baheti (DIN:02216544), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to 31st March, 2029."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. To consider and approve the appointment of Mr. Dhanraj Soni (DIN:01859486) as an Independent Director of the Company and if thought fit, to pass the following resolution as a Special Resolution

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Dhanraj Soni (DIN:01859486), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to 31st March, 2029."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To consider and approve the appointment of Ms. Anushree Atasniya (DIN:10568162) as an Independent Director of the Company and if thought fit, to pass the following resolution as a Special Resolution

**"RESOLVED THAT** in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s)

## Dhanalaxmi Roto Spinners Limited

or re-enactment(s) thereof, for the time being in force), Ms. Anushree Atasniya (DIN:10568162), who was appointed as an Additional Director, designated as an Independent Director, pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to 31st March, 2029.”

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Sd/-  
**NARAYAN INANI**  
Managing Director cum CFO  
(DIN: 00525403)

Place: Thimmapur  
Date : 03.06.2024



# Dhanalaxmi Roto Spinners Limited

## **Important Communication to Members**

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

### **NOTES:**

1. 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. 09/2023 dated September 25, 2023, 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 and May 05, 2020 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 at least 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](http://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](http://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 and 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 26/06/2024 from 09:30 AM and ends on 28/06/2024 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 22/06/2024 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 at the meeting venue.
- (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.

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(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 abovesaid 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 <b>CDSL</b>	<p>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System My easi.</p> <p>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 &amp; voting during the meeting. Additionally, there is also links 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3). Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> 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 &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>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 &amp; voting during the meeting.</p>

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**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
<b>PAN</b>	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.

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- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.  
(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.  
(xv) 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.

### (xvi) 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](http://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](mailto: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](mailto: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](mailto: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 at least 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 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.

### **NOTE ON DIVIDEND**

Register of Members and Share Transfer Books of the Company shall remain closed from 22nd June, 2024 to 29th June, 2024 (both days inclusive) for AGM and payment of Dividend for the financial year ended 31st March, 2024 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 29th June, 2024.



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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 22nd June, 2024 or to their mandatees. 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 22nd June, 2024. The record date for payment of dividend is 22nd June, 2024.

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).

### **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](mailto: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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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.

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

Place: Thimmapur  
Date : 03.06.2024

Sd/-  
**NARAYAN INANI**  
Managing Director cum CFO  
(DIN: 00525403)

# Dhanalaxmi Roto Spinners Limited

## Explanatory Statement (Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice:

**Item No. 4: To consider and approve the appointment of Mr. Vivek Baheti (DIN:02216544) as an Independent Director of the Company and if thought fit, to pass the following resolution as a Special Resolution**

Pursuant to completion of term of the existing Independent Directors of the Company w.e.f 31/03/2024, the Board of Directors of the Company wished to appoint new Independent Directors. Therefore, the candidature of Mr. Vivek Baheti was considered for appointment as Independent Director of the Company.

Nomination and Remuneration committee keeping in view the experience and expertise of Mr. Vivek Baheti has recommended the Board for his appointment as Additional Independent Director of the Company.

The Company has also received his consent letter and detailed profile based on which the Board of Directors at their meeting held on 30th March, 2024 appointed Mr. Vivek Baheti (DIN:02216544) as an Additional Independent Director of the Company w.e.f. 01/04/2024, who shall not be liable to retire by rotation, for a term of 5 (five) consecutive years, i.e., upto 31st March, 2029.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and applicable provisions of the Listing Regulations, appointment of Independent Directors requires approval of members of the Company.

Mr. Vivek Baheti is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Vivek Baheti that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Vivek Baheti for the office of a Director of the Company. In the opinion of the Board, Mr. Vivek Baheti fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Vivek Baheti is independent of the management and possesses appropriate skills, experience and knowledge. In view of these, appointment of Mr. Vivek Baheti as an Independent Director is in the interest of the Company.

Details of Mr. Vivek Baheti, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. He shall be paid fee for attending meetings of the Board or Committees thereof or for reimbursement of expenses for participating in the Board and other meetings within the limits as prescribed under the provisions of the Companies Act, 2013.

Save and except Mr. Vivek Baheti and his relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

**Item No. 5 : To consider and approve the appointment of Mr. Dhanraj Soni (DIN:01859486) as an Independent Director of the Company and if thought fit, to pass the following resolution as a Special Resolution**

Pursuant to completion of term of the existing Independent Directors of the Company w.e.f 31/03/2024, the Board of Directors of the Company wished to appoint new Independent Directors. Therefore, the candidature of Mr. Dhanraj Soni was considered for appointment as Independent Director of the Company.

Nomination and Remuneration committee keeping in view the experience and expertise of Mr. Dhanraj Soni has recommended The Board for his appointment as an Additional Independent Director of the Company.

The Company has also received his consent letter and detailed profile based on which the Board of Directors at their meeting held on 30th March, 2024 appointed Mr. Dhanraj Soni (DIN:01859486) as an Additional Independent Director of the Company w.e.f. 01/04/2024, who shall not be liable to retire by rotation, for a term of 5 (five) consecutive years, i.e., upto 31st March, 2029.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and applicable provisions of the Listing Regulations, appointment of Independent Directors requires approval of members of the Company.

Mr. Dhanraj Soni is qualified to be appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Company has also received declaration from Mr. Dhanraj Soni that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations.

## Dhanalaxmi Roto Spinners Limited

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Mr. Dhanraj Soni for the office of a Director of the Company. In the opinion of the Board, Mr. Dhanraj Soni fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Dhanraj Soni is independent of the management and possesses appropriate skills, experience and knowledge. In view of these, appointment of Mr. Dhanraj Soni as an Independent Director is in the interest of the Company.

Details of Mr. Dhanraj Soni, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. He shall be paid fee for attending meetings of the Board or Committees thereof or for reimbursement of expenses for participating in the Board and other meetings within the limits as prescribed under the provisions of the Companies Act, 2013.

Save and except Mr. Dhanraj Soni and his relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

### Item No. 6

**To consider and approve the appointment of Ms. Anushree Atasniya (DIN: 10568162) as an Independent Women Director of the Company and if thought fit, to pass the following resolution as a Special Resolution**

Pursuant to completion of term of the existing Independent Directors of the Company w.e.f 31/03/2024, the Board of Directors of the Company wished to appoint new Independent Directors. Therefore, the candidature of Ms. Anushree Atasniya was considered for appointment as an Independent Women Director of the Company.

Nomination and Remuneration committee keeping in view the experience and expertise of Ms. Anushree Atasniya has recommended the Board for her appointment as an Additional Independent Women Director of the Company.

The Company has also received his consent letter and detailed profile based on which the Board of Directors at their meeting held on 30th March, 2024 appointed Ms. Annushree Atasniaya (DIN:01859486) as an Additional Independent Women Director of the Company w.e.f. 01/04/2024, who shall not be liable to retire by rotation, for a term of 5 (five) consecutive years, i.e., upto 31st March, 2029.

In accordance with the provisions of Section 149 read with Schedule IV of the Act and applicable provisions of the Listing Regulations, appointment of Independent Directors requires approval of members of the Company.

Ms. Anushree Atasniya is qualified to be appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

The Company has also received declaration from Ms. Anushree Atasniya that she meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Listing Regulations.

The Company has also received notice under Section 160 of the Act from a shareholder proposing the candidature of Ms. Anushree Atasniya for the office of a Director of the Company. In the opinion of the Board, Ms. Anushree Atasniya fulfills the conditions for appointment as an Independent Women Director as specified in the Act and the Listing Regulations. Ms. Anushree Atasniya is independent of the management and possesses appropriate skills, experience and knowledge. In view of these, appointment of Ms. Anushree Atasniya as an Independent Women Director is in the interest of the Company.

Details of Ms. Anushree Atasniya, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice. She shall be paid fee for attending meetings of the Board or Committees thereof or for reimbursement of expenses for participating in the Board and other meetings within the limits as prescribed under the provisions of the Companies Act, 2013.

Save and except Ms. Anushree Atasniya and her relatives (to the extent of their shareholding, if any), none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval by the Members.

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

Place: Thimmapur  
Date : 03.06.2024

Sd/-  
**NARAYAN INANI**  
Managing Director cum CFO  
(DIN: 00525403)

## Dhanalaxmi Roto Spinners Limited

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

<b>Name of Director</b>	<b>Vivek Baheti</b>	<b>Dhanraj Soni</b>	<b>Anushree Atasniya</b>
DIN	02216544	01859486	10568162
Age	45 years	58 years	35 years
Date of Birth	29/05/1979	23/07/1965	29/12/1988
Date of Appointment	01/04/2024	01/04/2024	01/04/2024
Qualifications	Intermediate	B.Com.	Qualified Company Secretary
Expertise in specific functional area	Finance and business management	Agro products, Finance and related matters	Legal, Secretarial, Personnel and Administration
Remuneration (including sitting fees, if any)	No remuneration is paid. However, Sitting will be paid as per the provisions of the Companies Act, 2013.	No remuneration is paid. However, Sitting will be paid as per the provisions of the Companies Act, 2013.	No remuneration is paid. However, Sitting will be paid as per the provisions of the Companies Act, 2013.
Terms and Conditions of Appointment	Mr. Vivek Baheti is appointed as an Independent Director for a period of five (5) years as per the provisions of the Companies Act, 2013	Mr. Dhanraj Soni is appointed as an Independent Director for a period of five (5) years as per the provisions of the Companies Act, 2013	Ms. Anushree Atasniya is appointed as an Independent Director for a period of five (5) years as per the provisions of the Companies Act, 2013
Relationship with the Directors/ Key Managerial Personnel of the Company	Mr. Vivek Baheti is not related to any Director/Key Managerial Personnel of the Company and satisfies the criteria of independence	Mr. Dhanraj Soni is not related to any Director/Key Managerial Personnel of the Company and satisfies the criteria of independence	Ms. Anushree Atasniya is related to any Director/Key Managerial Personnel of the Company and satisfies the criteria of independence
List of Directorships of other Listed Companies as at 31st March, 2024	NIL	Mr. Dhanraj Soni is an Independent Director on the Board of Inani Securities Limited.	NIL
Memberships/Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee (Share holders/Investors Grievance Committee))	NIL	Chairman- Stake holders Relationship Committee of Inani Securities Ltd. Member- Audit Committee of Inani Securities Ltd.	NIL
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Number of Shares held in the Company	Nil	Nil	Nil

By Order of the Board  
For **DHANALAXMI ROTO SPINNERS LIMITED**  
Sd/-

**Place: Thimmapur**  
**Date : 03.06.2024**

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