

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

Date: 13<sup>th</sup> February, 2025

Dear Sir/Madam,

**Sub:** Submission of Notice of Extra - Ordinary General Meeting as required under Regulation 30 of the 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 Extra - Ordinary General Meeting of the members of the Dhanalaxmi Roto Spinners Limited will be held on Tuesday the 11<sup>th</sup> day of March, 2025 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 Extra - Ordinary General Meeting together with the Explanatory Statement and Instructions for remote e-voting, seeking approval of the Members of the Company is enclosed herewith for your kind perusal.

The Notice of EGM is also uploaded on the Company's website and can be accessed at <https://dhanroto.com> websites of the Stock Exchange i.e. BSE at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com)

The following are the cut-off dates in respect of the Extra - Ordinary General Meeting:

S.No	Event	Day & Date	Time
1	Cut-off Date to vote on the proposed resolutions	04 <sup>th</sup> March ,2025 Tuesday	NA
2	E-voting commencement	08 <sup>th</sup> March ,2025 Saturday	09:30 A.M.
3	E-voting ends	10 <sup>th</sup> March ,2025 Monday	05:00 P.M.



This notice is also being sent through electronic mode to those members whose email addresses are registered with the Company/Depositories.

This is for your kind information and record.

Thanking You,

Yours Faithfully

For **DHANALAXMI ROTO SPINNERS LIMITED**

*Pooja Gadhia*

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

## NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the Extra-Ordinary General Meeting of the Members of **DHANALAXMI ROTO SPINNERS LIMITED** will be held through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM") on Tuesday, the 11<sup>th</sup> Day of March, 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

### SPECIAL BUSINESS:

#### ITEM NO. 1:

**TO CONSIDER AND APPROVE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION 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 Section 13, 61(1)(a), 64 of the Companies Act, 2013 ("the Act") and other applicable provisions of the Act, if any, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupee Ten) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each ranking pari passu in all respects with the existing equity shares."

**"RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by way of substituting the existing Clause V thereof by the following new Clause V as under:

The Authorized Share Capital of the Company shall be Rs. 15,00,00,000/- (Rupees Fifteen Crores Only) divided into 1,50,00,000 (One Crore Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, 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."

**ITEM NO. 2:**

**TO CONSIDER AND APPROVE THE ISSUANCE OF BONUS SHARES**

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

**“RESOLVED THAT** in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (“SEBI”) (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable regulations, rules and guidelines issued by SEBI, the Foreign Exchange Management Act, 1999 (“FEMA”) and the Reserve Bank of India (“RBI”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals and subject to acceptance of such conditions or modifications by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for capitalization of a sum not exceeding Rs. 3,90,03,000/- (Rupees Three Crores Ninety Lakhs and Three Thousand only) from and out of the free reserves for the purpose of issue and allotment of bonus equity shares of Rs. 10/- (Rupees Ten) each, credited as fully paid to the eligible members of the Company holding equity shares of Rs. 10/- (Rupees Ten) each of the Company whose names appear in the Register of Members on the ‘Record Date’ to be determined by the Board for this purpose, in the proportion of 1:1 i.e., (One) new fully paid-up equity share of Rs. 10/- (Rupees Ten) each for every 1 (One) existing fully paid-up equity shares of Rs. 10/- (Rupees Ten) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company held by each such member.”

**“RESOLVED FURTHER THAT** the bonus equity shares to be allotted shall rank pari-passu in all respects with the existing fully paid-up equity shares of the Company as on the Record Date and the bonus shares so allotted shall always be subject to the terms and conditions contained in the memorandum and articles of association of the company.”

**“RESOLVED FURTHER THAT** in accordance with the ICDR Regulations, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only and shall be credited to the respective beneficiary accounts of the members with their respective Depository Participant(s). With respect to the members holding equity shares in physical form, the Company shall credit the bonus equity shares to a new demat suspense account to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form.”

**“RESOLVED FURTHER THAT** the issue and allotment of the bonus equity shares to the extent they relate to Non- Resident Indians (NRIs) and other Foreign Investors, be subject to the approval of RBI or any other regulatory authority, as may be necessary.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to take necessary steps for listing of such bonus equity shares on the Stock Exchanges where the shares of the Company are presently listed as per the provisions of the SEBI LODR Regulations and other applicable regulations, rules and guidelines.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company are be and hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, 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.”

**ITEM NO. 3:**

**TO CONSIDER AND APPROVE INCREASE IN REMUNERATION PAYABLE TO MR. NARAYAN INANI (DIN:00525403), MANAGING DIRECTOR & CFO OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 and other applicable provisions if any, of the Companies Act, 2013 (the Act) read with Schedule V and relevant rules made there under and subject to such other approvals as may be required, consent of the shareholders be and is hereby accorded for increase of managerial remuneration payable to Mr. Narayan Inani (DIN: 00525403), Managing Director & CFO of the Company as recommended by Nomination & Remuneration Committee with effect from 01<sup>st</sup> April 2025 till the expiry of the term as per details given below:

Current Remuneration : Rs. 3.00 Lakhs per month  
Proposed Remuneration: Rs. 6.00 Lakhs per month

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter, vary or revise the terms of the above remuneration from time to time, in such manner so as not to exceed the limits specified under Schedule V of Act or any amendments thereto.”

**“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.”

**ITEM NO.4:**

**TO CONSIDER AND APPROVE FOR INCREASE IN REMUNERATION PAYABLE TO MR. KESHAV INANI (DIN: 09296529), WHOLE-TIME DIRECTOR & CEO OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 and other applicable provisions if any, of the Companies Act, 2013 (the Act) read with Schedule V and relevant rules made there under and subject to such other approvals as may be required, consent of the shareholders be and is hereby accorded for increase of managerial remuneration payable to Mr. Keshav Inani (DIN: 09296529), Whole Time Director & CEO of the Company as recommended by Nomination & Remuneration Committee with effect from 01<sup>st</sup> April 2025 till the expiry of the term as per details given below:

Current Remuneration : Rs. 3.00 Lakhs per month  
Proposed Remuneration: Rs. 6.00 Lakhs per month

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter, vary or revise the terms of the above remuneration from time to time, in such manner so as not to exceed the limits specified under Schedule V of Act or any amendments thereto.”

**“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.”

**ITEM NO. 5:**

**TO CONSIDER AND APPROVE FOR INCREASE IN REMUNERATION PAYABLE TO MR. ANIRUDH INANI (DIN: 02253588), WHOLE-TIME DIRECTOR AND CHAIRMAN OF THE COMPANY.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197 and 198 and other applicable provisions if any, of the Companies Act, 2013 (the Act) read with Schedule V and relevant rules made there under and subject to such other approvals as may be required, consent of the shareholders be and is hereby accorded for increase of managerial remuneration payable to Mr. Anirudh Inani (DIN: 02253588), Whole Time Director & Chairman of the Company as recommended by Nomination & Remuneration Committee with effect from 01<sup>st</sup> April 2025 till the expiry of the term as per details given below:

Current Remuneration : Rs. 3.00 Lakhs per month

Proposed Remuneration: Rs. 6.00 Lakhs per month

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to alter, vary or revise the terms of the above remuneration from time to time, in such manner so as not to exceed the limits specified under Schedule V of Act or any amendments thereto.”

**“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.”

**ITEM NO.6:**

**TO CONSIDER AND APPROVE INCREASE IN THE REMUNERATION PAYABLE TO RELATED PARTIES 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 remuneration of the following Related Parties of the Company from Rs. 2,50,000 per month w.e.f 1<sup>st</sup> April, 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 Remuneration payable per month
Sangita Inani	Appointment in Place of Profit – Payment of remuneration	Rs. 3,00,000
Divya Inani	Appointment in Place of Profit – Payment of remuneration	Rs. 3,00,000
Vasundhara Inani	Appointment in Place of Profit – Payment of remuneration	Rs. 3,00,000
Srinidhi Inani	Appointment in Place of Profit – Payment of remuneration	Rs. 3,00,000
Natasha Inani	Appointment in Place of Profit – Payment of remuneration	Rs. 3,00,000

“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.”

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



*Narayan Inani*

Sd/-

Narayan Inani

Managing Director cum CFO  
(DIN: 00525403)

Place: Thimmapur  
Date :10/02/2025

## **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, 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. 09/2024 dated September 19, 2024, the forthcoming EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM 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 EGM. 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 EGM will be provided by CDSL.
3. The Members can join the EGM 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 EGM 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 EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM 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 EGM. 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 EGM 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 EGM 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 EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).



7. The EGM 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 EGM and joining meeting through VC/OAVM are as under:**

- (i) The voting period begins on 08/03/2025 from 09:30 AM and ends on 10/03/2025 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 04/03/2025 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	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 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 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.

- 3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/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](http://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 evoting 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**

- 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.nsd.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.nsd.com>. Select "Register Online for IDeAS" "Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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 abovementioned 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 22-23058542-43.
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>	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth	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. <ul style="list-style-type: none"> <li>• 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</li> </ul>

(DOB)

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.
- (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;

dhanlaxmiroto@yahoo.co.in, 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 EGM 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 EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/EGM 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 EGM & 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.

By Order of the Board  
For DHANALAXMI ROTO SPINNERS LIMITED



Place: Thimmapur  
Date: 10/02/2025

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

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

The following statement sets out all material facts relating to all the Special Business mentioned in the accompanying Notice:

### **ITEM NO. 1:**

#### **TO CONSIDER AND APPROVE INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The existing Authorized capital of the Company is Rs.5,00,00,000 (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

With the issue of bonus shares as per Item No. 2, the paid-up share capital of the Company would increase to Rs. 7,80,06,000 /- (Seven Crores Eighty Lakhs and Six Thousand only). Considering the size and operations of the Company and in order to facilitate any further capital issuances, the Board of Directors have recommended to increase the Authorised Share Capital to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) divided into 1,50,00,000 (One Crore and Fifty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten) each.

The increase in the Authorised Share Capital as aforesaid would require consequential alteration to the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13 and 61 of the Companies Act, 2013. Accordingly, approval of members is sought for passing the ordinary resolution set out at Item No. 1 of this Notice.

None of the Directors or Key Managerial Personnel of the Company (including relatives of Directors and Key Managerial Personnel) is in any way, whether financially or otherwise, concerned or interested, in the said resolution.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 1 of the accompanying Notice as Ordinary Resolution.

### **ITEM NO. 2:**

#### **TO CONSIDER AND APPROVE THE ISSUANCE OF BONUS SHARES**

In appreciation of continuing support from shareholders of the Company the Board of Directors have recommended issue of bonus equity shares of Rs. 10/- (Rupees Ten only) each credited as fully paid-up to eligible members of the Company in the proportion of 1:1 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 by capitalizing a sum not exceeding ₹ 3,90,03,000 (Rupees Three Crore Ninety Lakhs and Three Thousand only) out of free reserves of the Company.

The Articles of Association of the Company permit capitalization of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account, or otherwise available for distribution by applying the same towards payment of unissued shares to be issued to the members as fully paid bonus shares.

Issue of bonus equity shares requires members' approval in terms of Section 63 of the Companies Act, 2013 and other applicable statutory and regulatory approvals.

Members are requested to note that in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the new equity shares to be allotted pursuant to the bonus issue shall be allotted in dematerialized form only. Accordingly, members holding shares in physical form are requested to provide such information and details as may be required, relating to his / her / its demat account with a depository participant, to the Company / its Registrar and Transfer Agent to enable it to issue the bonus equity shares in dematerialized form. With respect to the bonus shares of members holding equity shares in physical form who have not provided their demat account details to the Company, the said bonus shares shall be credited in dematerialized form to a new demat suspense account to hold these shares till they are credited to the beneficiary accounts of the respective members holding equity shares in physical form. The voting rights on the bonus equity shares held in the demat suspense account shall remain frozen.

The Bonus Shares, from the date of allotment thereof, shall rank pari- passu in all respect with the existing equity shares of the Company. No Letter of allotment shall be issued in relation to the said Bonus Shares. Instead, the respective beneficiary accounts will be credited for the Bonus Shares who hold the existing equity shares in dematerialized/ electronic form, within the prescribed period under the Companies Act, 2013 and provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2015.

None of the Directors / Key Managerial Personnel of the Company / their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 2 of the accompanying Notice as Ordinary Resolution.

**ITEM NO. 3:**

**TO CONSIDER AND APPROVE INCREASE IN REMUNERATION PAYABLE TO MR. NARAYAN INANI (DIN:00525403), MANAGING DIRECTOR & CFO OF THE COMPANY.**

As per the requirements of Section 196 and 197 of the Companies Act, 2013 and the provisions of Schedule V thereto, it is further provided that except with the approval of the company in general meeting by a special resolution, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together.

The existing remuneration of Rs. 3,00,000 per month to Mr. Narayan Inani, Managing Director & CFO of the Company is paid as per Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Further, as per the provisions of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V, in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Section II of Part II of Schedule V has to be approved by the Members by way of a Special Resolution.

Though, the Company has been a consistent performer for the last decade, however, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to the fact that the revenues may be under some pressure due to some Global economic factors.

Therefore, in order to suitably remunerate Mr. Narayan Inani, Managing Director and CFO, keeping in



view his entitlement and existing remuneration, as also the competitive market practices, the Nomination and Remuneration committee has recommended the payment of remuneration of Rs. 6,00,000 per month w.e.f 01<sup>st</sup> April, 2025 till the expiry of the term.

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

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

Accordingly, the Board recommends passing of the Resolution set out in Item No. 3 of the accompanying Notice as Special Resolution.

**ITEM NO. 4:**

**TO CONSIDER AND APPROVE INCREASE IN REMUNERATION PAYABLE TO MR. KESHAV INANI (DIN: 09296529), WHOLE-TIME DIRECTOR & CEO OF THE COMPANY.**

As per the requirements of Section 196 and 197 of the Companies Act, 2013 and the provisions of Schedule V thereto, it is further provided that except with the approval of the company in general meeting by a special resolution, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together.

The existing remuneration of Rs. 3,00,000 per month to Mr. Keshav Inani, Whole Time Director & CEO of the Company is paid as per Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Further, as per the provisions of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V, in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Section II of Part II of Schedule V has to be approved by the Members by way of a Special Resolution.

Though, the Company has been a consistent performer for the last decade, however, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to the fact that the revenues may be under some pressure due to some Global economic factors.

Therefore, in order to suitably remunerate Mr. Keshav Inani, Whole Time Director and CEO, keeping in view his existing remuneration, as also the competitive market practices, the Nomination and Remuneration committee has recommended the payment of remuneration of Rs. 6,00,000 per month w.e.f 01<sup>st</sup> April, 2025 till the expiry of the term.

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

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

Accordingly, the Board recommends passing of the Resolution set out in Item No. 4 of the accompanying Notice as Special Resolution.

**ITEM NO. 5:**

**TO CONSIDER AND APPROVE INCREASE IN REMUNERATION PAYABLE TO MR. ANIRUDH INANI (DIN: 02253588), WHOLE-TIME DIRECTOR AND CHAIRMAN OF THE COMPANY.**

As per the requirements of Section 196 and 197 of the Companies Act, 2013 and the provisions of Schedule V thereto, it is further provided that except with the approval of the company in general meeting by a special resolution, the remuneration payable to any one managing director; or whole-time director or manager shall not exceed five per cent of the net profits of the company and if there is more than one such director, remuneration shall not exceed ten per cent of the net profits to all such directors and manager taken together.

The existing remuneration of Rs. 3,00,000 per month to Mr. Anirudh Inani, Whole Time Director & Chairman of the Company is paid as per Schedule V of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Further, as per the provisions of Section 197 of the Companies Act, 2013 read with Section II of Part II of Schedule V, in case of absence or inadequacy of profits, the remuneration to be paid in excess of the limits specified in Section II of Part II of Schedule V has to be approved by the Members by way of a Special Resolution.

Though, the Company has been a consistent performer for the last decade, however, the profit margins may remain inadequate particularly for the purpose of paying Managerial Remuneration due to the fact that the revenues may be under some pressure due to some Global economic factors.

Therefore, in order to suitably remunerate Mr. Anirudh Inani, Whole Time Director and CEO, keeping in view his experience, entitlements and existing remuneration, as also the competitive market practices, the Nomination and Remuneration committee has recommended the payment of remuneration of Rs. 6,00,000 per month w.e.f 01<sup>st</sup> April, 2025 till the expiry of the term.

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

Except Mr. Anirudh Inani, being receiver, and Mr. Narayan Inani & Mr. Keshav Inani being relatives of the proposed receiver 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.

Accordingly, the Board recommends passing of the Resolution set out in Item No. 5 of the accompanying Notice as Special Resolution.

**ITEM NO.6:**

**TO CONSIDER AND APPROVE INCREASE IN THE REMUNERATION PAYABLE TO RELATED PARTIES 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 exceeding Rs. 2,50,000

Pursuant to provisions of the Companies Act, 2013, your Board of Directors of the Company recommends the approval of increase in the remuneration from Rs. 2,50,000 per month of the following Related Parties of the Company w.e.f 1<sup>st</sup> April, 2025 in terms of the table as set out below:

<b>Transactions u/s 188 of Companies Act, 2013</b>		
<b>Name of Related Parties</b>	<b>Nature of transaction</b>	<b>Maximum Remuneration payable per month</b>
Sangita Inani	Appointment in Place of Profit – Payment of remuneration	Rs. 3,00,000
Divya Inani	Appointment in Place of Profit – Payment of remuneration	Rs. 3,00,000
Vasundhara Inani	Appointment in Place of Profit – Payment of remuneration	Rs. 3,00,000
Srinidhi Inani	Appointment in Place of Profit – Payment of remuneration	Rs. 3,00,000
Natasha Inani	Appointment in Place of Profit – Payment of remuneration	Rs. 3,00,000

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	<b>As mentioned below</b>	
	<b>Name of the party</b>	<b>Relationship</b>
	Sangita Inani	Wife of Mr. Narayan Inani, Managing Director and CFO of the Company
	Divya Inani	Mother of Mr. Keshav Inani, Whole Time Director and CEO of the Company
	Vasundhara Inani	Daughter of Mr. Narayan Inani, Managing Director and CFO of the Company
	Srinidhi Inani	Wife of Mr. Keshav Inani, Whole Time Director and CEO of the Company
	Natasha Inani	Wife of Mr. Anirudh Inani, Whole Time Director and Chairman of the Company
b) Nature, duration of the contract and particulars of the contract or arrangement:	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	Monthly Remuneration of Rs. 3,00,000 per month plus bonus for one month	
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,	All factors have been considered.	

if not, the details of factors not considered with the rationale for not considering those factors	
g) Any other information relevant or important for the members to take a decision on the proposed transaction/ resolution	Nil.

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.6 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.

**ADDITIONAL DISCLOSURES REQUIRED TO BE MADE IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013 READ WITH SCHEDULE V OF THE ACT IN RESPECT OF ITEM NO. 3, 4, 5**

The Nomination and Remuneration Committee recommended the increase in Remuneration of Mr. Narayan Inani, Mr. Anirudh Inani and Mr. Keshav Inani from Rs. 3,00,000 per month to Rs. 6,00,000 per month w.e.f 01<sup>st</sup> April, 2025 till the expiry of the term.

The Committee while approving the remuneration has taken into consideration the limits as specified under section II(A) of Part II of Schedule V of the Companies Act, 2013 which inter alia provides remuneration payable in case of inadequacy of profits or no profits.

Mr. Narayan Inani and Mr. Anirudh Inani are associated with the Company since long period and Mr. Keshav Inani have been included in the Board recently and have constantly 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 increase in remuneration to Mr. Narayan Inani, Mr. Keshav Inani and Mr. Anirudh Inani as recommended by the Nomination and Remuneration Committee subject to the approval of members as follows:

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

## I. GENERAL INFORMATION

S.No.	Nature of Industry	Trading, Import & Export												
1	Date or expected date of commencement of commercial Production	Your Company is a trading Company and hence no production activity is involved.												
2	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable												
3	Financial performance during last three years	(Rs. in Lakhs) <table border="1"><thead><tr><th>Particulars</th><th>FY 2023-24</th><th>FY 2022-23</th><th>FY 2021-22</th></tr></thead><tbody><tr><td>Total Revenue</td><td>2059.689</td><td>20734.18</td><td>12319.05</td></tr><tr><td>Profit After Tax</td><td>1,307.41</td><td>665.34</td><td>733.21</td></tr></tbody></table>	Particulars	FY 2023-24	FY 2022-23	FY 2021-22	Total Revenue	2059.689	20734.18	12319.05	Profit After Tax	1,307.41	665.34	733.21
Particulars	FY 2023-24	FY 2022-23	FY 2021-22											
Total Revenue	2059.689	20734.18	12319.05											
Profit After Tax	1,307.41	665.34	733.21											
4	Foreign investments or Collaborators, if any	No foreign investment												

## II. INFORMATION ABOUT THE DIRECTORS

1. Background of the Directors: Mr. Anirudh Inani and Mr. Keshav Inani has done their Master of Business Administration and has wide experience in the field of marketing where as Mr. Narayan Inani is Commerce graduate and has wide experience in Finance and administration.

### 2. Remuneration Details

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

## III. OTHER INFORMATION

1. The remuneration payable to Whole Time directors has been considered and recommended by the Nomination and Remuneration Committee by taking into consideration the industry, size of the Company and experience and expertise of the Directors. The Directors have no pecuniary

relationship directly or indirectly with the Company or with the managerial personnel except to the extent of their remuneration and shareholdings in the Company.

2. Reasons of loss or inadequate profits: The performance of the Company in the last two financial years has been impacted due to slowdown in global and Indian economies.
3. Steps taken or proposed to be taken for improvement: The Company will remain committed to generating superior returns for its stakeholders. Dhanalaxmi Roto Spinners Limited would continue to drive growth through asset light business models and release cash by existing capital-intensive business models.
4. Expected increase in Turnover and profits in measurable terms: 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 :10/02/2025

*Narayan Inani*

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