

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

Date: 05th September, 2023

Dear Sir/Madam,

Sub: Submission of Notice of 36th Annual General Meeting along with Annual Report for the financial year 2022-23 as required under SEBI (Listing Obligations and Disclosure Requirements) 2015

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

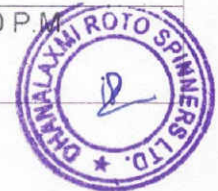
In respect to the above captioned subject, we would like to bring to your kind notice that the Annual General Meeting of the members of the Dhanalaxmi Roto Spinners Limited will be held on Saturday the 30th day of September, 2023 at 11: 30 am through video conferencing (VC)/ other audio visual means (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 and Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the Annual Report for the Financial Year 2022-23 ("Annual Report") along with the Notice of the 36th 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 36th Annual General Meeting:

S.No	Event	Day & Date	Time
1	Cut-off Date to vote on the proposed resolutions	23 rd September,2023 Saturday	NA
2	E-voting commencement	27 th September,2023 Wednesday	09:30 A.M.
3	E-voting ends	29 th September, 2023 Friday	05:00 P.M.



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)

DHANALAXMI ROTO SPINNERS LIMITED



**ANNUAL REPORT
2022-2023**

Dhanalaxmi Roto Spinners Limited

Vision

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

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

Mission

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

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

Dhanalaxmi Roto Spinners Limited

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Dhanalaxmi Roto Spinners Limited

CORPORATE INFORMATION

BOARD OF DIRECTORS

Narayan Inani	Managing Director	(DIN: 00525403)
Rajkumar Inani	Whole Time Director	(DIN: 00885466)
Anirudh Inani	Whole Time Director	(DIN: 02253588)
Shyamsundar Jakhotia	Chairman and Independent Director	(DIN: 00562306)
K.N. Prasad	Independent Director	(DIN: 00562599)
Simanth Roy Chowdhury	Independent Director	(DIN: 02479099)
Natasha Inani	Non-Executive Director	(DIN: 02691300)

KEY MANAGERIAL PERSONNEL

Pooja Gadhia	Compliance Officer	(Membership No: A61818)
Keshav Inani	Chief Executive Officer	(PAN: ACAP14720R)
Narayan Inani	Chief Financial Officer	(PAN: AAEP10468C)

AUDIT COMMITTEE

K. N. Prasad	Chairman
Shyamsundar Jakhotia	Member
Narayan Inani	Member

NOMINATION AND REMUNERATION COMMITTEE

Simanth Roy Chowdhury	Chairman
Shyamsundar Jakhotia	Member
K.N. Prasad	Member

STAKEHOLDERS RELATIONSHIP COMMITTEE

Shyamsundar Jakhotia	Chairman
K.N. Prasad	Member
Rajkumar Inani	Member

CORPORATE SOCIAL RESPONSIBLE COMMITTEE

Rajkumar Inani	Chairman
K.N. Prasad	Member
Narayan Inani	Member

STATUTORY AUDITORS

M/s G. D. Upadhyay & Co.,
Chartered Accountants,
15-1-53, 1st Floor (upstairs Andhra Bank)
Opp. Goshamahal High School,
Siddiamber Bazar, Hyderabad- 500012

SECRETARIAL AUDITORS

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

BANKERS:

TAMILNAD MERCANTILE BANK LIMITED

15-2-696, 1st Floor, Kishangunj,
Siddiamber Bazar, Hyderabad-500012

KOTAK MAHINDRA BANK LTD,

6-3-1109/1/P202, Fifth Floor, Jewel Pavani Tower,
Raj Bhavan Road, Somajiguda, Hyderabad-500 082

CANBANK FACTORS LIMITED

(A SUBSIDIARY OF CANARA BANK)
Hyderabad Branch, Road No. 19,
Himayath Nagar, Hyderabad-500029

REGISTERED OFFICE

DHANALAXMI ROTO SPINNERS LIMITED

Sy. No. 114 & 115, Station Road,
Thimmapur-509325 Ranga Reddy Dist. (Telangana)
Contact No. 7306608181
E-mail : info@dhanroto.com
investor.relations@dhanroto.com
CIN: L18100TG1987PLC007769

CORPORATE OFFICE :

The Laxmi, 8-2-686/B/6/D/K & 8-2-686/B/M/K, 4th Floor,
Road No. 12, Banjara Hills, Near Indian Bank,
Hyderabad-500034, Telangana, India

SHARE TRANSFER AGENTS / DEMAT REGISTRARS

CIL SECURITIES LIMITED

214, Raghava Ratna Towers, Chirag Ali Lane
Abids, Hyderabad-500 001
CIN : L67120TG1989PLC010188
SEBI Registration No. : INR000002276
E-Mail: rta@cilsecurities.com
Contact: Mr. VSM Yadav Raju
Contact No: 040-23202465 / 9666375981

Dhanalaxmi Roto Spinners Limited

Managing Director's Message

Dear Esteemed Shareholders,

"It gives me great pleasure to present the 36th Annual Report of our Company. As we look back on our journey, the saying "Together, we're stronger than alone- In business, success isn't about one person but the teamwork of many," comes to mind at Dhanalaxmi, through team work, our focus is to create value for everyone invested in our company – our shareholders, customers, employees, and suppliers.

Highlights of the Fiscal Year's Performance

In the fiscal year 2022-23, our company achieved a significant milestone, generating a total revenue of Rs. 20734.18 Lakhs. This increase of about 68% from Rs.12319.06 Lakhs in FY 2021-22 underscores our dedication to elevating our business performance. The promising outlook of the Wood Pulp and Paper industry further fuels our journey.

Our Profit After Tax (PAT) for FY 2022-23 amounted to Rs. 665.34 Lakhs. In context, the previous fiscal year, FY 2021-22, reported a PAT of Rs. 733.22 Lakhs, attributable to intensified market competition. Similarly, the Earnings Per Share (EPS) for the current period stood at Rs. 17.06, compared to the Rs.18.80 of the previous year.

Strategic Vision and Outlook

Beyond these essential financial metrics, our current momentum and trajectory position us favourably to reinforce our order book and achieve even more favourable financial outcomes. As we navigate the ever-changing landscape, we understand the importance of preparedness for challenges and flexibility in meeting evolving customer and supplier needs.

The bedrock of our success rests on the robust relationships cultivated with both customers and suppliers. Our deliberate efforts in forging partnerships across diverse geographies have fortified our operations. Additionally, we are actively exploring avenues for business expansion to diversify our revenue streams. Through these strategic endeavours, we not only propel our company's growth but also contribute to the broader tapestry of the Indian economy.

Expressions of Gratitude

My sincere appreciation extends to the senior management team and all dedicated employees who have played a pivotal role in our journey to success. We also extend our gratitude to our shareholders and stakeholders for their steadfast trust in us. Your confidence continues to inspire us to reach greater heights.

Thank you for being an integral part of our journey toward excellence.

Thank you,

**Sd/-
Narayan Inani
Managing Director cum CFO**

Dhanalaxmi Roto Spinners Limited

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 36th Annual General Meeting of the Members of **DHANALAXMI ROTO SPINNERS LIMITED** will be held through Video Conferencing ("VC") on Saturday, the 30th Day of September, 2023 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, 2023 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. 1.25/- per Equity Share (i.e., 12.5%) on the Face Value of Rs. 10.00/- per share to the Shareholders of the Company for the FY 2022-23.

3. Appointment of Director retiring by Rotation

To Re-appoint a Director in place of Mrs. Natasha Inani who retires by rotation and being eligible offers herself for re-appointment.

SPECIAL BUSINESS:

4. To consider and approve change in designation of Mr. Rajkumar Inani from the post of Managing Director to Whole Time Director

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

"**RESOLVED THAT** in supersession of all the earlier resolutions passed by Board of Directors and members of the Company and as per the provisions of Section 196, 203 and Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 consent of the members of the Company be and is hereby given for change in the designation of Mr. Rajkumar Inani from the post of Managing Director to Whole time director of the Company with effect from September 01, 2023 to hold office till August 31, 2026 on monthly remuneration of Rs. 3,00,000 per month as recommended by Nomination & Remuneration committee and whose office shall be liable to determination by retirement of directors by rotation."

"**RESOLVED FURTHER THAT** in the event of loss or inadequate profits in any financial year during the tenure of services of Mr. Rajkumar Inani as Whole Time Director, the payment of salary, perquisites, bonus etc., shall be governed by the limits prescribed under section II of Part II of schedule V of the Companies Act, 2013 with a power to the Board of Directors to vary or increase the remuneration including the Basic Salary, Commission, Perquisites, Allowances etc., within the limits prescribed under Schedule V of the Companies Act, 2013 as amended from time to time."

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

5. To consider and approve change in designation of Mr. Narayan Inani from Whole Time Director to Managing Director

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

"**RESOLVED THAT** in supersession of all the earlier resolutions passed by Board of Directors and members of the Company and as per the provisions of Section 196, 203 and Companies (Appointment and Remuneration of managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 consent of the members of the Company be and is hereby given for change in the designation of Mr. Narayan Inani from the post of Whole Time Director to Managing Director of the Company with effect from September 01, 2023 to hold office till August 31, 2026 on monthly remuneration of Rs. 3,00,000 per month as recommended by Nomination & Remuneration Committee and whose office shall be liable to determination by retirement of directors by rotation."

Dhanalaxmi Roto Spinners Limited

“**RESOLVED FURTHER THAT** in the event of loss or inadequate profits in any financial year during the tenure of services of Mr. Narayan Inani as Managing Director, the payment of salary, perquisites, bonus etc., shall be governed by the limits prescribed under section II of Part II of schedule V of the Companies Act, 2013 with a power to the Board of Directors to vary or increase the remuneration including the Basic Salary, Commission, Perquisites, Allowances etc., within the limits prescribed under Schedule V of the Companies Act, 2013 as amended from time to time.”

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

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

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

“**RESOLVED THAT** as per the provisions of Section 196, 203 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 consent of the members of the Company be and is hereby given for re-appointment of Mr. Anirudh Inani as the Whole time director of the Company with effect from July 01, 2024 to hold office till August 31, 2026 on monthly remuneration of Rs. 3,00,000 per month as recommended by Nomination & Remuneration Committee and whose office shall be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** in the event of loss or in adequate profits in any financial year during the tenure of services of Mr. Anirudh Inani as Whole-Time Director, the payment of salary, perquisites, bonus etc., shall be governed by the limits prescribed under section II of Part II of schedule V of the Companies Act, 2013 with a power to the Board of Directors to vary or increase the remuneration including the Basic Salary, Commission, Perquisites, Allowances etc., within the limits prescribed under Schedule V of the Companies Act, 2013 as amended from time to time.”

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

7. To consider and approve appointment of Mr. Keshav Inani as Whole Time Director of the Company

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

“**RESOLVED THAT** as per the provisions of Section 149, 152, 160, 196, 203 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Section 197 and Schedule V of the Act and other applicable provisions, if any, of the Companies Act, 2013 consent of the members of the Company be and is hereby given for appointment of Mr. Keshav Inani as the Whole Time Director of the Company with effect from October 01, 2023 to hold office till August 31, 2026 on monthly remuneration of Rs. 3,00,000 per month as recommended by Nomination & Remuneration Committee and whose office shall be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** in the event of loss or in adequate profits in any financial year during the tenure of services of Mr. Keshav Inani as Director, the payment of Salary, Perquisites, Bonus etc., shall be governed by the limits prescribed under section II of Part II of schedule V of the Companies Act, 2013 with a power to the Board of Directors to vary or increase the remuneration including the Basic Salary, Commission, Perquisites, Allowances etc., within the limits prescribed under Schedule V of the Companies Act, 2013 as amended from time to time.”

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

8. To Consider and approve alteration of main objects and adoption of New Set of Memorandum of Association of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 4, Section 6 and Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under and subject to the approval of Registrar of Companies, Hyderabad, consent of the members of the Company is be and hereby accorded for:

Dhanalaxmi Roto Spinners Limited

a) To append following sub clause (6) after sub clause (5) of clause III (A) of the Memorandum of Association of Company:

6. "To manufacture, purchase, sell, export, import and otherwise deal in all types of textiles, paper, plastic, chemicals, textiles, paper, plastic colors, glue and other chemicals including acids of all varieties and description."

b) To alter the clause III (B) of the Memorandum of Association of the Company by substituting all the existing sub clauses with the following sub clauses:

1. To exchange, mortgage, royalty or tribute grant licenses, options and other rights over and in other manner deal with or dispose of the whole or any part of the undertaking, property, assets, rights and effects of the Company for consideration as may be thought fit and in particular for stocks, shares debentures whether fully or partly paid-up or securities of any other such company having objects whole or in part similar to those of the Company or as may be approved by the shareholders.
2. To pay for any rights or property acquired by the Company and to remunerate any person, firm or body corporate rendering services to the Company either by cash payment or by allotment to him or them of shares or securities of the Company as paid up in full.
3. To lend and advance money, either with or without security and give credit to such persons (including Government) and upon such terms and conditions as the Company may think fit, provided that the Company shall not carry on banking business within the meaning of Banking Regulations Act, 1949.
4. To undertake financial and commercial obligations, transactions and operations of all kinds.
5. To guarantee the performance of any contract or obligation of and the payment of money or dividends and interest on any stock, shares or securities of any company, corporation, firm or person in any case in which such guarantee may be considered directly or indirectly to further the objects of the Company.
6. To guarantee the payment of money unsecured or secured or payable under or in respect of promissory notes, bonds, debenture stocks, contracts, mortgages, charges, obligations, instruments and securities of any company or of any authority, supreme, municipal, local or of any persons whether incorporated or not incorporated, and to guarantee or become sureties for the performance of any contracts or obligations may be necessary for the purposes of the Company.
7. To invest in other than investment in Company's own shares any money of the Company not immediately required in any investments, movable or immovable including Fixed Deposits as may be thought proper and to hold, sell or otherwise deal with investments, shares or stock in the company as may be necessary for the main business of the Company.
8. Subject to the Act and the regulation made there under and the directions issued by Reserve Bank of India, to receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of debentures or debenture-stock (perpetual or otherwise) and to secure the payment of manner as the Company shall think fit and in particular by of the issue debentures or debenture-stock (perpetual or otherwise) and to secure the payment of any money borrowed, raised or owing on the mortgage, charge or line upon all or any of the property or assets of the Company (both present or future) including its uncalled capital and also by similar mortgage, charge or lien to secure and guarantee the performance by the Company, or any other such person or Company, of any obligation undertaken by the Company.
9. To draw, make accept, endorse, negotiate, execute and issue bill of exchange, promissory notes, bill of lading, debentures and such other negotiable or transferable instruments or securities.
10. To apply for, purpose or otherwise acquire and protect, prolong and renew in any part of the world, any patents, patent rights, brevets d'inventions, trade marks, designs, licenses, protections, concessions and the like, conferring any exclusive or non-exclusive or limited right to their use or of any secret or other information as to any invention, process or privileges which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company and to use, exercise, develop or grant licenses or privileges in respect of or otherwise turn to account, the property, rights and information so acquired.
11. To spend money in experimenting upon and testing and in improving or seeking to improve any patents, rights, inventions, discoveries, processes or information of the Company or which the Company may acquire or propose to acquire.
12. To do all or any of the above things either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others and either by or through agents, sub-contractors, trustees and otherwise.

Dhanalaxmi Roto Spinners Limited

13. To acquire and takeover all or any part of the business, property and liabilities of any person, firm or company carrying on or proposing to carry on any business which this Company is authorized to carry on or possess of property suitable for the purpose of the Company.
14. To procure the registration or recognition of the company in or under the laws of any place outside India.
15. To form, incorporate or promote any company or companies whether in India or elsewhere having amongst its or their objects the acquisition of all or any of the assets or controls, management or development of the Company or any other objects which in the opinion of the Company could or might directly or indirectly assist the Company in the management of its business or the development of its properties or otherwise prove advantageous to the Company and to pay all or any of the costs and expenses incurred in connection with any such promotion or incorporation and to remunerate any person or company in any manner it shall think fit for services rendered or to be rendered in or about the formation or promotion of the Company or the conduct of its business or in or about the promotion of any other such company in which the Company may have an interest.
16. Subject to the provisions of Section 230 to 234 of the Companies Act, 2013, to amalgamate or to enter into partnership or into any arrangement for sharing profits, union of interest, co-operation, joint venture or reciprocal with any person or persons or company or companies carrying on or engaged in any business which the Company is authorized to carry on.
17. To enter into any arrangements and take all necessary or proper steps with Governments or with other authorities, supreme, national, local, municipal or otherwise of any place in which the Company may have interests and to carry on any negotiations or operations for the purpose of directly or indirectly carrying out the objects of the Company or effecting and modification in the constitution of the company or for furthering the interests of the members and to oppose any such steps taken by any other company, firm or person which may be considered likely, directly or indirectly to prejudice the interest of the Company or its members and to assist in the promotion whether directly or indirectly of any legislation which may seem advantageous to the company and to obtain from any such Government authority and company any charters, contracts, decrees, rights, grants, loans, privileges, or concessions which the company may think it desirable to obtain and carry out, exercise and comply with any such arrangements, charters, decrees, rights, privileges or concessions.
18. To acquire any kind of immovable property, real estate on leasehold and or freehold basis and to develop, construct, improve the same and for these purposes, if required, raise any funds in shape of loans, deposits from lending institutions or any other source and to hold, manage and dispose of the same.
19. To undertake executive any trust, the undertaking of which may seem to the Company desirable and either gratuitously or otherwise and vest any real or personal property, rights of interests acquired by or belonging to the company in any person of Company on behalf of or for the benefit of the company and with or without any declared trust in favour of the Company.
20. To accept gifts including by way of Awards/Prizes from Govt. and Semi-Govt. Bodies and to give gifts and donations to create trusts for the welfare of employees, members, directors and/or their dependants, heirs and children and for deserving object for and such other persons also to act as trustee.
21. To apply the assets of the Company in any way in or towards the establishment, maintenance or extension of any association, institution or fund in any way connected with any particular trade or business or with trade or commerce and particularly with the trade, including any association, institution or fund for the interests of masters, owners and employers against loss by bad debt, strike, combination, fire, accident or otherwise of for the benefit of any clerk, workman or others at any time employed by the Company or any its predecessors in business or their families or dependants and whether or not in common with other persons or classes of persons and in particular of friendly, co-operative and other societies, reading rooms, libraries, educational and charitable institutions, dining and recreation rooms, churches, chapels, schools, and hospitals and to grant gratuities, pensions and allowances and to contribute to any funds raised by public or local subscription for any purpose .
22. To aid pecuniary or otherwise, any association, body or movement having for an object the solution, or settlement of industrial or labour problems or troubles or the promotion of industry or trade.
23. To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, subject to the provisions of section 293A of the Act.
24. To alienate, transfer, gift, sell, donate, settle or dispose of any property of the company with or without consideration to any person including any trust whether public or private, discretionary or specific either by revocable or irrevocable transfer or settlement upon such terms and conditions as the Board of Directors, may deem fit.
25. To establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds for the benefits of and give, procure the giving of donations, gratuities, pensions,

Dhanalaxmi Roto Spinners Limited

allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or is allied to or associated with the company or with any such subsidiary company or who are or were at any time Directors or officers of the company as aforesaid and the wives, widows, families and dependants of any such persons and also establish and subscribe to any institutions, associations, clubs or funds calculated to be for the benefit of or to advance the interest and well-being of the Company or of any such other Company as aforesaid and make payments to or towards the insurance of any such persons as aforesaid and do any of the matters aforesaid, either, alone or in conjunction with any such other company as aforesaid.

26. To open accounts or accounts including current or deposit account with any Bank or Bankers, shroff and merchant and to deposit and withdraw money from such account and to draw, make accept endorse, discount, issue, negotiate, assign and to otherwise deal in cheques, drafts, bill of exchange, promissory notes, bonds, bill of lading, railway receipts, warrants and all other negotiable instruments.
 27. To create any depreciation fund, reserve fund, sinking fund or any other special fund whether for depreciation or for preparing, improving, extending or maintaining any of the properties of the company or for any other purpose conducive to the business and other interest of the Company.
 28. Subject to the provisions of the Companies Act, 2013, to place, to reserve or to distribute bonus shares among the members or otherwise to apply, as may be thought fit, any money received by the way of premium on shares or debentures issued at premium by the company and any money received in respect of forfeited shares.
 29. Subject to the provisions of the Companies Act, 2013, to distribute among the members in specie any property of the company or any proceeds of sale or disposal or any property of the company, or any proceeds of sale or disposal or any property of the company so in the event of winding up.
 30. To appoint attorney for and on behalf of the Company and to execute the necessary powers to the said attorneys to act for and in the name of and on behalf of the Company and to revoke all or any of such powers and appointment as may be deemed expedient.
 31. To train or to pay for the training in India or abroad of any member of any of the company's directors, employees or any other candidates in the interest of or for the furtherance of company's business.
 32. To agree to refer to arbitration and to refer to arbitration any disputes present or future between the company and any other company, firm or individual and submit the same to arbitration in India or abroad either in accordance with India or any foreign system of law.
 33. To do all and everything necessary suitable or proper for the accomplishment of any of the purposes or the attainment of any objects or the furtherance of any of the power herein before set forth either alone in association with other corporate bodies, firms, individuals and to do every other acts or act, things or thing incidental or appurtenant to or growing of or connected with the aforesaid business or powers of any part or parts thereof provided the same be not inconsistent with laws or Union of India.
 34. To insure with any other company against losses, damages, risks and liabilities of all kinds which may affect the company.
 35. To apply for tender, purchase or otherwise acquire any contract, sub-contracts, licences and concession for or relation to the objects or business herein mentioned and to undertake, execute, carry out, dispose of or otherwise turn to account the same.
 36. To acquire from or sell to any person, firm or body corporate or unincorporated, whether in India or elsewhere technical and managerial information, knowhow, process, engineering, manufacturing, operating and commercial data, plans, layouts and blue prints useful for the design erection and operation of any plant or process of manufacture and to acquire or grant any licence or other rights and benefit in foregoing matters and things and to render any kind of management and consultancy services.
 37. To acquire and secure membership, seat or privilege either in the name of company or its nominees in any association, exchange, market or institution in India or any part of the world dealing in all kinds and classes of Paper, Pulp including sulphate wood pulp, mechanical pulp, soda pulp, plastic, rubber, fertilizer, pesticides, agro-chemicals, cotton yarn, silk wool, artificial silk, rayon hemp, jute, linen, resin, dyes and chemicals, shares, stocks, debentures, bonds, loans and other securities and engineering equipments so far as it relates to the Company's business.
- c) To delete the Clause III (C) of the Memorandum of Association of the Company i.e., "Other Objects."
- d) To substitute the existing Clause IV of the Memorandum of Association of the company with the following clause:

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- IV. "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them".
- e) To substitute the existing Clause V of the Memorandum of Association of the company with the following clause:
- V. The Share Capital of the Company is Rs. 5,00,00,000 (Rupees Five Crores Only) divided into 50,00,000 equity shares of Rupees 10/- each.
- f) Further wherever the reference is given of erstwhile Companies Act, 1956 the same will be replaced with Companies Act, 2013 and any reference with respect to the provisions of erstwhile Companies Act, 1956 shall be replaced with the corresponding provisions of Companies Act, 2013.

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

9. To Consider and Adopt New Set of Articles of Association of The Company

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

"RESOLVED THAT the consent of members of the Company be and is hereby accorded pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Incorporation) Rules, 2014, including any statutory modifications or re-enactment thereof from time to time, to alter the Articles of Association of the Company to be in conformity with the provisions of the Act relating to a public company as per Section 2(71) of the Act."

RESOLVED FURTHER THAT the new set of Articles of Association pursuant to the Act primarily based on the Format of Table F of Schedule I under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company."

"RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all such acts, things and deeds as may be necessary and incidental to give effect to the above resolution."

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

Place: Thimmapur
Date : 01.09.2023

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

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, 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 atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://dhanroto.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 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 27/09/2023 from 09:30 AM and ends on 29/09/2023 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 23/09/2023 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 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	<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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com 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 & 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration</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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 & 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

v) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

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

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

- 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 and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc., together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@dhanroto.com, if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/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 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/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/AGM.
10. If any Votes are cast by the shareholders through the e-Voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-Voting during the meeting is available only to the shareholders attending the meeting.

NOTE ON DIVIDEND

Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September, 2023 to 30th September, 2023 (both days inclusive) for AGM and payment of Dividend for the financial year ended 31st March, 2023 at

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the rate of Rs. 1.25 (12.5%) 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 30th September, 2023.

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 23rd September, 2023 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 23rd September, 2023. The record date for payment of dividend is 23rd September, 2023.

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 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 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 : 01.09.2023

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

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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 9 of the accompanying Notice:

Item No. 4: To consider and approve change in designation of Mr. Rajkumar Inani from Managing Director to Whole Time Director

Mr. Rajkumar Inani, Managing Director gave his resignation as Managing Director of the Company w.e.f. 1st September, 2023 and wished to continue as Whole Time Director of the Company.

Nomination and Remuneration committee keeping in view his letter has recommended the Board for Change in his Designation from Managing Director to Whole Time Director with effect from September 01, 2023 to hold office till August 31, 2026.

Accordingly, your Board of Directors at its meeting held on 01st September, 2023 approved change in his designation from Managing Director to Whole Time Director of the Company with effect from September 1, 2023 to hold office till August 31, 2026 subject to approval of members.

The terms of his appointment are as follows:

1. Remuneration of Rs. 3,00,000 per month
2. Period of Appointment: from September 01, 2023 to August 31, 2026.
3. Appointment may be terminated by either party by giving 3 months' notice in writing of such termination or as may be mutually agreed between the parties.

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

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

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

Item No. 5 : To consider and approve change in designation of Mr. Narayan Inani from Whole Time Director to Managing Director

Consequent to resignation of Mr. Rajkumar Inani as Managing Director of the Company w.e.f. 1st September, 2023, the consent from Mr. Narayan Inani for the post of Managing Director of the Company was received.

Nomination and Remuneration committee keeping in view his vast experience and expertise has recommended the Board for Change in his Designation from Whole Time Director to Managing Director of the Company with effect from September 01, 2023 to hold office till August 31, 2026.

Accordingly, your Board of Directors at its meeting held on 01st September, 2023 approved change in his designation from Whole Time Director to Managing Director of the Company with effect from September 1, 2023 to hold office till August 31, 2026 subject to approval of members.

The terms of his appointment are as follows:

1. Remuneration of Rs. 3,00,000 per month
2. Period of Appointment: from September 01, 2023 to August 31, 2026.
3. Appointment may be terminated by either party by giving 3 months notice in writing of such termination or as may be mutually agreed between the parties.

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

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

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

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Item No. 6

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

Mr. Anirudh Inani has been re-appointed as Whole Time Director of the Company on July 1, 2021 for a term of three years and his office of Whole Time Director will end on 30th June, 2024.

Nomination and Remuneration committee keeping in view his vast and rich experience and expertise has recommended the Board his re-appointment as Whole Time Director and your Board of Directors at their meeting held on 1st day of September, 2023 re-appointed him as Whole Time Director w.e.f. July 1, 2024 to hold office till August 31, 2026 subject to the approval of members.

The terms of his appointment are as follows:

1. Remuneration of Rs. 3,00,000 per month
2. Period of Re- Appointment: July 1, 2024 to August 31, 2026.
3. Appointment may be terminated by either party by giving 3 months' notice in writing of such termination or as may be mutually agreed between the parties.

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

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

Except Mr. Anirudh Inani, being an appointee, and Mr. Narayan Inani, Mr. Rajkumar Inani, Mr. Keshav Inani & Mrs. Natasha Inani, being relatives of the proposed appointee none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7

Appointment of Mr. Keshav Inani as Whole Time Director of the Company

The company wishes to appoint Mr. Keshav Inani as Whole Time Director of the Company with effect from October 1, 2023 to hold office till August 31, 2026

Nomination and Remuneration committee keeping in view his vast and rich experience and expertise has recommended the Board his appointment as Whole Time Director with effect from October 1, 2023 to August 31, 2026 in order to strengthen its Board for future endeavors and your Board of Directors at their meeting held on 1st day of September, 2023 has proposed to appoint him as Whole Time Director with effect from October 1, 2023 to hold office till August 31, 2026 subject to the approval of members.

The terms of his appointment are as follows:

1. Remuneration of Rs. 3,00,000 per month
2. Period of Appointment: from 01st October 2023 to August 31, 2026.
3. Appointment may be terminated by either party by giving 3 months' notice in writing of such termination or as may be mutually agreed between the parties.

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

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

Except Mr. Keshav Inani, being an appointee and Mr. Rajkumar Inani, Mr. Narayan Inani, Mr. Anirudh Inani & Mrs. Natasha Inani being relatives of the proposed appointee none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Item No. 8: To Consider and approve alteration of main objects and adoption of New Set of Memorandum of Association of the Company.

As per the provisions of Section 4, 6 and 13 of the Companies Act, 2013, the adoption of new set of Memorandum of Association of the Company can be done in a general meeting.

Further the company needs to alter clause III (A) of object clause of the Memorandum of Association of the Company by way of insertion of sub clause 6 after sub clause 5 of the main objects.

The objects are relating to the trading of paper and textile products which are ancillary to the sale of our main products.

Thus, the Board of Directors of the company at their meeting proposed the same for the shareholders' approval as required under section 4, 6 and 13 of the Companies Act, 2013.

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

Dhanalaxmi Roto Spinners Limited

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

Item No. 9: The Company needs to adopt new set of Memorandum of Association.

As per the provisions of Section 13 of the Companies Act, 2013, the adoption of new set of Memorandum of Association of the Company can be done in a general meeting.

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

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

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

ADDITIONAL DISCLOSURES REQUIRED TO BE MADE IN ACCORDANCE WITH THE PROVISIONS OF COMPANIES ACT, 2013 READ WITH SCHEDULE V OF THE ACT IN RESPECT OF ITEM NO. 4, 5, 6 & 7

The Nomination and Remuneration Committee recommended the change in designation of Mr. Narayan Inani from Whole Time Director to Managing Director w.e.f. September 01, 2023 to August 31, 2026. Appointment of Mr. Keshav Inani as Whole time Director w.e.f. October 1, 2023 to August 31, 2026, Re-Appointment of Mr. Anirudh Inani as Whole Time Director w.e.f. July 1, 2024 to August 31, 2026. Further consequent to change of Mr. Rajkumar Inani from Managing Director to Whole Time Director w.e.f. September 01, 2023 to August 31, 2026 & Change in remuneration of Mr. Anirudh Inani, Whole-Time Director. The decision to appoint/re-appoint/change in designation and payment of remuneration & Change in remuneration was taken after considering the current position of the Company and prevailing market conditions and after reviewing of existing remuneration paid to them.

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

Mr. Narayan Inani, Mr. Keshav Inani, Mr. Anirudh Inani & Mr. Rajkumar Inani are associated with the Company since long period and have contributed towards the growth of Company. Their continued association provided immense benefits to the Company and therefore Nomination and Remuneration Committee and the Board of Directors appreciated the contributions made by them towards the growth and recognition of the Company and considering the same Board approved the appointments/re-appointment/change in designation of Mr. Narayan Inani, Mr. Keshav Inani, Mr. Anirudh Inani & Mr. Rajkumar Inani and payment of the remuneration as tabled below, as recommended by the Nomination and Remuneration Committee subject to the approval of members as follows:

Dhanalaxmi Roto Spinners Limited

Name of the Director	Mr. Narayan Inani, Managing Director	Mr. Keshav Inani, Whole Time Director	Mr. Anirudh Inani, Whole Time Director	Mr. Rajkumar Inani, Whole Time Director
Remuneration	3,00,000 per month	3,00,000 per month	3,00,000 per month	3,00,000 per month

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

Details of Directors Seeking Appointments /Re-appointment at the Annual General Meeting and

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

Name of Director	Narayan Inani	Anirudh Inani	Keshav Inani	Rajkumar Inani
DIN	00525403	02253588	09296529	00885466
Date of Birth	10/09/1968	30/04/1980	10/07/1994	30/05/1964
Date of Appointment	30/09/2003	30/06/2009	*01/10/2023	30/10/1992
Qualifications	B.COM	MBA	MBA	Diploma Holder
Expertise in specific functional area	Mr. Narayan Inani is a Commerce graduate and has wide experience in Finance and Administration	Mr. Anirudh Inani has done his Master of Business Administration and has wide experience in the field of Marketing.	Mr. Keshav Inani has done his Master of Business Administration and has wide experience in the field of Marketing.	Mr. Rajkumar Inani has done his Diploma in Textile and is one of first Director of the Company.
List of Directorships of other Listed Companies as at 31 st March, 2023	-	-	-	Ankit India Limited
Memberships/Chairmanships of committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee (Shareholders/ Investors Grievance Committee))	-	-	-	1
Number of Shares held in the Company	1,28,400	1,67,945	1,42,775	1,36,400

*The appointment of Mr. Keshav Inani as Whole Time Director of the Company is subject to the approval of members at the ensuing Annual General Meeting of the Company.

Further all the four proposed appointees are promoters of the company and Mr. Narayan Inani, Mr. Rajkumar Inani and Mr. Anirudh Inani are brothers and Mr. Keshav Inani is son of Mr. Rajkumar Inani.

Dhanalaxmi Roto Spinners Limited

I. GENERAL INFORMATION

S.No	Nature of Industry	Trading, Import & Export			
1	Date or expected date of commencement of commercial Production	Your Company is a trading Company and hence no production activity is involved.			
2	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
3	Financial performance during last three years	(Rs. in Lakhs)			
		Particulars	FY 2021-22	FY 2020-21	FY 2019-20
		Total Revenue	12319.05	7625.42	7354.36
	Profit After Tax	733.21	405.19	193.67	
4	Foreign investments or Collaborators, if any	No foreign investment			

I. INFORMATION ABOUT THE DIRECTORS

- 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 & Mr.Rajkumar Inani has done his diploma in Textile.

2. Remuneration Details

Year	Mr. Keshav Inani	Mr. Narayan Inani	Mr.Anirudh Inani	Mr. Rajkumar Inani
2021-22	—	30,00,000	30,00,000	30,00,000
2020-21	—	30,00,000	30,00,000	30,00,000
2019-20	—	30,00,000	30,00,000	30,00,000

III. OTHER INFORMATION

- 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.
- 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.
- Steps taken or proposed to be taken for improvement: The Company will remain committed to generating superior returns for its stakeholders. Dhanalaxmi Roto Spinners Limited would continue to drive growth through asset light business models and release cash by existing capital-intensive business models.
- Expected increase in Turnover and profits in measurable terms: The required steps are taken by the Company to improve the Company's performance and profitability in the future.

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

Place: Thimmapur
Date : 01.09.2023

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

Dhanalaxmi Roto Spinners Limited

BOARD'S REPORT

To The Members,

Your Directors have pleasure to present their 36th Annual Report on the business and operations of the Company together with the audited statements of accounts for the financial year ended 31st March, 2023.

1. FINANCIAL HIGHLIGHTS

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

Particulars	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations	2,01,16,70,587	119,27,34,865
Other Income	6,17,47,413	3,91,70,738
Total Income	2,07,34,18,000	1,23,19,05,603
Total Expenses before finance cost, depreciation and tax	1,96,90,92,878	1,11,46,17,252
Finance Costs	77,59,435	84,22,921
Depreciation & Amortization Expense	27,75,980	25,70,423
Profits before exceptional and extraordinary items and tax	9,37,89,707	10,62,95,007
Exceptional Items/Prior Period Items	(1,71,217)	(5,00,482)
Profit Before Tax	9,36,18,490	10,57,94,525
Less: Tax Expenses	2,70,84,065	3,24,72,970
Net Profit After Tax	6,65,34,425	7,33,21,556

2. REVIEW OF OPERATIONS:

During the year under review, your Company has earned a Net Profit of Rs. 6,65,34,425 when compared to Net Profit of Rs.7,33,21,556 in the previous year. Net profit before taxation earned during the year under review amounted to Rs. 9,36,18,490/- as against Rs.10,57,94,525/- in the previous year.

3. DIVIDEND

To The Board has recommended a dividend of Rs. 1.25/- per Equity Share of 10.00/- each (i.e., 12.5% of face value) for the year ended March 31, 2023. This payment is subject to your approval at the ensuing 36th Annual General Meeting of the Company.

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

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

4. RESERVES:

The Company proposes to transfer Rs. 6,65,34,425/- to retained earnings for the Financial Year 2022-23. With this addition, the total Reserves & Surplus (including Capital Reserve, Central Subsidy, Investment Allowance Reserve, Revaluation surplus & Retained Earnings) as on March 31, 2023 is Rs.32,46,69,836/- as against the Paid up Capital of Rs.3,90,03,000.

5. DIRECTORS:

Mrs. Natasha Inani, Non-Executive Director of the company retires at this Annual General Meeting and being eligible, seeks reappointment. The Board recommended her appointment.

Further there were no changes in the composition of the board during the year under review.

6. INDEPENDENT DIRECTORS (DECLARATION OF INDEPENDENT DIRECTOR)

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

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

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

Dhanalaxmi Roto Spinners Limited

Name of the Director	Dates of Meeting										
	05/05/22	30/05/22	10/08/22	30/08/22	11/11/22	28/11/22	19/12/22	09/02/23	13/02/23	24/02/23	08/03/23
Rajkumar Inani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Narayan Inani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Anirudh Inani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Shyamsundar Jakhotia	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Kasturi Nagendra Prasad	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Simanth Roy Chowdhury	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
Natasha Inani	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes

8. DIRECTORS RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- The directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- The Directors had prepared the annual accounts on a going concern basis; and
- The directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively - Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information.
- The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

9. STATUTORY AUDITORS

M/s G. D. Upadhyay & Co., Chartered Accountants, Hyderabad were appointed as Statutory Auditors for a period of 5 years at the Annual General Meeting held on 29/09/2022 and holds office till the conclusion of 40th Annual general meeting to be held in the year 2027.

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

10. SECRETARIAL AUDITOR

M/s. Baheti Gupta & Co., Company Secretaries, are appointed at the Board Meeting held on 30th May, 2022 to conduct the secretarial audit of the Company for financial year 2022-23, as required under section 205 of the Companies Act, 2013 and rules made thereunder. The Secretarial audit report for financial year 2022-23 forms part of the Annual Report as 'ANNEXURE-A' to the Boards Report. Further the Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

11. INTERNAL AUDITORS

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

12. COST AUDIT

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

Dhanalaxmi Roto Spinners Limited

13. ANNUAL RETURN

The copy of the Annual Return as on 31st March, 2023 pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the company and the same can be accessed at <https://www.dhanroto.com>.

14. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

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

15. LOANS, GUARANTEES, INVESTMENTS MADE OR SECURITIES PROVIDED

The Company has complied with the provisions of investments made under Section 186 of the Companies Act, 2013 during the year under review. However, the Company has not given any loans or provided security or guarantee under Section 186 of the Companies Act, 2013 during the year under review.

16. RELATED PARTY TRANSACTIONS

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

Annexure-B

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

17. DEPOSITS

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

18. LISTING ARRANGEMENTS:

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

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

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

As required by the provisions of Companies Act, 2013, the relevant information pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo are given under:

A. Conservation of Energy:

Adequate measures have been taken to reduce energy consumption, wherever possible. There were no additional investments made for the conservation of energy during the period under review.

B. I) Research and Development (R&D):

- | | |
|---|-----|
| a) Specific areas in which R&D has been carried out by the company: | NIL |
| b) Benefits derived as a result of the above R&D: | NIL |
| c) Future plans of action: | NIL |
| d) Expenditure on R&D: | NIL |

II) Technology Absorption, Adaptation and Innovation:

- | | |
|--|-----|
| a) Technology Imported: | NIL |
| b) Year of Import: | NIL |
| c) Has the technology been fully absorbed: | NIL |
| d) Technical collaborator: | NIL |

C. Foreign Exchange Earnings and Outgo:

Particulars	Amount Rs.	
	2022-23	2021-22
Earnings:	3,94,48,922	1,65,04,384
Outgo:	1,64,05,04,116	98,34,65,541

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20. PARTICULARS OF EMPLOYEES

There is no employee who if employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than One Crore and Two Lakhs rupees or if employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight Lakhs and Fifty thousand rupees per month or if employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company and thus consequently no information is required to be provided in this regard in accordance with the provisions of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 of the Companies Act, 2013.

21. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS

The Company has effective 'internal financial controls' that ensure an orderly and efficient conduct of its business, including adherence to company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial information.

There are adequate controls relating to strategic, operational, environmental and quality related aspects too.

While these controls have been effective through-out the year, these are reviewed on a periodic basis for any changes/modifications to align to business needs.

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

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

23. TRANSFER OF UNCLAIMED DIVIDEND FUND

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

24. MATERIAL CHANGES AND COMMITMENTS IF ANY

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

25. BUSINESS RISK MANAGEMENT POLICY

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

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

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

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

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

26. CORPORATE SOCIAL RESPONSIBILITY

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

27. CORPORATE GOVERNANCE REPORT:

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

Dhanalaxmi Roto Spinners Limited

Secretaries regarding compliance with the conditions stipulated in the Listing Regulations forms part of the Corporate Governance Report.

28. BOARD EVALUATION:

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

Policy:

1. The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.

2. In evaluating the suitability of individual Board member the Nomination and Remuneration Committee may take into account factors, such as:

- General understanding of the company's business dynamics, global business and social perspective;
- Educational and professional background
- Standing in the profession;
- Personal and professional ethics, integrity and values;
- Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

2.1 The proposed appointee shall also fulfill the following requirements:

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

3. Criteria of independence

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

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

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

4. Other directorships/ committee memberships

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

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

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

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

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

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

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30. AUDIT COMMITTEE: (Constituted in terms of section 177 of the Companies Act, 2013 read with Regulation 18 of SEBI LODR Regulations, 2015) & VIGIL MECHANISM.

A. AUDIT COMMITTEE

The Company has constituted a qualified and independent Audit Committee which acts as a link between the management, external and internal auditors and the Board of Directors of the Company. The primary objective of the Committee is to monitor and provide effective supervision of the management's financial reporting process with a view to ensuring accurate, timely and proper disclosure and transparency, integrity and quality of financial reporting. The Committee adheres to the Companies Act, 2013 in terms of quorum for its meetings, functioning, role and powers as also those set out in the. The functions of the committee include:

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

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

The Committee members met four times during the financial year 2022-23:

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

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

The Audit Committee met Four times during the year on 29/05/2022, 09/08/2022, 10/11/2022 and 12/02/2023.

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
K. N. Prasad	Chairman	Non-Executive Director (Independent)	4	4
Shyamsundar Jakhota	Member	Non-Executive Director (Independent)	4	4
Narayan Inani	Member	Executive Director cum CFO	4	3

B. VIGIL MECHANISM

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

31. NOMINATION AND REMUNERATION COMMITTEE: (Constituted in terms of section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI LODR Regulations, 2015).

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

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

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

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

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

The Nomination and Remuneration Committee met once during the year on 12/02/2023.

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Simanth Roy Chowdhury	Chairman	Non-Executive Director(Independent)	1	1
Shyamsundar Jakhotia	Member	Non-Executive Director(Independent)	1	1
K.N. Prasad	Member	Non-Executive Director(Independent)	1	1

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

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

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

A. Composition:

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

The Stakeholders' Relationship Committee met Two times during the year on 10/11/2022 and 12/02/2023

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Shyamsundar Jakhotia	Chairman	Non-Executive Director(Independent)	2	2
K.N. Prasad	Member	Non-Executive Director(Independent)	2	2
Rajkumar Inani	Member	Managing Director	2	2

Dhanalaxmi Roto Spinners Limited

33. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2022-23

NUMBER OF COMPLAINTS	NUMBER
Number of complaints received from the investors comprising non-receipt of securities sent for transfer and transmission.	NIL
Complaints received from SEBI / Registrar of Companies / Bombay Stock Exchange / National Stock Exchange/ SCORE and so on	NIL
Number of complaints resolved	NA
Number of complaints not resolved to the satisfaction of the investors as on March 31, 2023	NA
Complaints pending as on March 31, 2023	NIL
Number of Share transfers pending for approval, as on March 31, 2023	NIL

34. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

a) Industry Structure and Developments:

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

b) Opportunities and threats:

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

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

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

c) Outlook:

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

d) Segment wise or product wise reporting

The Company is engaged in only one segment and trades in the wood pulp. Performance of the Company is satisfactory due to the down turn in international markets largely affected by the events such as Covid-19 pandemic, war like situations in countries and sluggish economic growth. Further it is envisaged that there will be improvement in the coming years and international markets will revive.

e) Risk and Concerns:

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

f) Internal Control system and their adequacy:

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

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

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

Dhanalaxmi Roto Spinners Limited

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

The Company continues to maintain excellent relationship with its buyers and sellers. Relationship with the staff is quite cordial and supportive for continuous human resource development. During the year under review Company performance has improved due to efforts put in by the existing and additional staff recruited.

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

S.No	Particulars	2021-22	2022-23	% Change	Remarks for variation
i)	Inventory Turnover	120.07	781.37	550.73	Better performance of the Company due to increased sales
ii)	Interest Coverage Ratio	134.64	256.13	90.23	Better performance of the Company lower finance Cost
iii)	Debtors Turnover	4.38	5.25	19.72	Ratio improved leading to shorter payments cycle.
iv)	Current Ratio	2.41	2.33	-3.37%	Current ratio is slightly decreased due to lower inventory and higher payable levels
v)	Debt Equity Ratio	0.06	0.06	-5.65%	Ratio almost remains the same with out having much impact
vi)	Operating Profit Margin (%)	12.36	6.69	-45.87%	Decrease in profits are due to increase in expenses
vii)	Net Profit Margin (%)	0.06	0.03	-46.20%	Decrease in profits are due to increase in expenses

j) Changes in return on Net Worth as compared to the immediately previous financial year is -9.26%

Cautionary Statement:

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

35. COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The company has Nomination and Remuneration Committee consisting of Mr. Simanth Roy Chowdhury, as Chairman and Mr. ShyamsunderJakhotia and Mr. K.N. Prasad as members. The remuneration and sitting fees paid to the Board members are based on the recommendation of Nomination and Remuneration Committee.

Policy:

1. Remuneration to Executive Director and key managerial personnel

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

1.2 The Board on the recommendation of the Nomination and Remuneration Committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

1.3 The remuneration structure to the Executive Director and key managerial personnel shall include Basic pay and Perquisites and Allowances

1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the Nomination and Remuneration Committee and Annual performance Bonus may be approved by the committee based on the achievement against the Annual plan and Objectives.

2. Remuneration to Non – Executive Directors

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

2.2. Further the executive Directors are not paid any sitting fees for attending meetings of the Board.

3. Remuneration to other employees

Dhanalaxmi Roto Spinners Limited

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

Remuneration to Directors:

The remuneration and perks paid during the year to Mr. Rajkumar Inani, Managing Director is Rs. 30,00,000/-, Mr. Anirudh Inani, Whole Time Director is Rs. 30,00,000/- and Mr. Narayan Inani, Executive Director is Rs. 30,00,000/-

Sitting Fees:

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

Non- Executive Directors	Sitting Fees (Rs)
Mr. K.N.Prasad	44,000
Mrs. Natasha Inani	44,000
Mr. Simanth Roy Chowdhury	44,000
Mr. Shyamsundar Jakhotia	44,000

36. SECRETARIAL STANDARDS

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

37. INDEPENDENT DIRECTORS' MEETING:

As per clause 7 of the schedule IV of the Companies Act (Code for Independent Directors), a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent directors) was held on 12/02/2023 to discuss:

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

The meeting also reviewed and evaluated the performance of non-independent directors. The Company has 4 non-independent directors namely:

- i.) Mr. Rajkumar Inani – Managing Director
- ii.) Mr. Narayan Inani – Executive Director cum CFO
- iii.) Mr. Anirudh Inani – Whole Time Director
- iv.) Mrs. Natasha Inani – Non - Executive Director

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

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

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

38. SHARE CAPITAL

A. RIGHTS ISSUE OF SHARES

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

Dhanalaxmi Roto Spinners Limited

B. PREFERENTIAL ALLOTMENT OF SHARES ON PRIVATE PLACEMENT BASIS

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

C. BUY BACK OF SECURITIES

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

D. SWEAT EQUITY

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

E. BONUS SHARES

No Bonus Shares were issued during the year under review.

F. EMPLOYEES STOCK OPTION PLAN

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

G. SHARES WITH DIFFERENTIAL VOTING RIGHTS

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

39. REMUNERATION RATIO OF THE DIRECTORS / KEY MANAGERIAL PERSONNEL (KMP) / EMPLOYEES:

The information given pursuant to Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given below:

Name of the Director	Remuneration of the F.Y. 2022-23	Remuneration of the F.Y. 2021-22	% increase in the Remuneration in 2023 as compared to 2022	Ratio of Remuneration to MRE
Rajkumar Inani, Managing Director	30,00,000	30,00,000	0	1.25
Anirudh Inani, Whole Time Director	30,00,000	30,00,000	0	1.25
Narayan Inani, Executive Director cum CFO	30,00,000	30,00,000	0	1.25
*Pooja Gadhia, Company Secretary	5,84,900	45,000	0	NA
*Anamika Khare, Company Secretary	0	4,00,200	0	NA
Keshav Inani	26,00,000	26,00,000	0	NA

OTHER DISCLOSURES:

The total number of permanent employees of the company are Six (06).

The total remuneration paid to Directors was Rs. 90.00 Lakhs against the net profits of the company after tax amounting to Rs.665.35 Lakhs. There was no change in the remuneration paid to the Directors during the financial year 2022-23.

There is no change in the median remuneration of employees in the current financial year.

Average percentage increase made in the salaries of employees other than managerial personnel in the financial year i.e., 2022-23 was 0% and also there was no change in managerial remuneration for the Financial Year 2022-23. Further the difference in remuneration of Managerial person is due to change in designation of Mrs Natasha Inani from Executive Director to Non - Executive Director of the company in financial year 2021-22.

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

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

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

Dhanalaxmi Roto Spinners Limited

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

Name	Designation	Remuneration	Nature of Employment	Qualification and Experience	Date of Commencement of Employment	Age	Last Employment	% of equity shares held
Keshav Inani	Chief Executive Officer (CEO)	26,00,000	Permanent unless otherwise agreed	MBA	1-4-2013	29	—	3.66
Sangita Inani	Sales Executive	26,00,000	Permanent unless otherwise agreed	Graduate	1-4-2009	49	Anirudh Marketing	2.00
Divya Inani	Purchase Executive	26,00,000	Permanent unless otherwise agreed	Graduate	1-4-2009	56	Karmanghat Securities (P) Ltd	2.34
Srinidhi Inani	Digital Marketing and IT Upkeep	26,00,000	Permanent unless otherwise agreed	Graduate	1-1-2022	28	Social Beat	0.17
Vasundhara Inani	Marketing Executive	26,00,000	Permanent unless otherwise agreed	Graduate	1-7-2021	23	Vanhuesen and Tetra Minds Marketing	2.00
Pooja Gadhia	Company Secretary Cum Compliance Officer	5,84,900	Permanent unless otherwise agreed	Company Secretary	01-03-2022	28	Basai Steels and Power Private Limited	0

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

Keshav Inani Son of Mr. Rajkumar Inani, Director of the Company.

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

Divya Inani Spouse of Mr. Rajkumar Inani, Director of the Company

Srinidhi Inani Daughter-in-law of Mr. Rajkumar Inani

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

Pooja Gadhia not a relative of the Directors of the Company

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

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

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

41. ACKNOWLEDGEMENTS

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

By Order of the Board

For **DHANALAXMI ROTO SPINNERS LIMITED**

Sd/-

NARAYAN INANI

Managing Director cum CFO
(DIN: 00525403)

Sd/-

RAJKUMAR INANI

Whole Time Director
(DIN: 00885466)

Place : Thimmapur

Date : 01/09/2023

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31-03-2023

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

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

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Dhanalaxmi Roto Spinners Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the Dhanalaxmi Roto Spinners Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31/03/2023, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Dhanalaxmi Roto Spinners Limited for the financial year ended on 31/03/2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; **(Not applicable to the Company during the Audit Period);**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.
 - (d) SEBI (Share Based Employee Benefits) Regulations, 2014**(Not applicable to the Company during the Audit Period);**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period);**
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit Period);** and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018**(Not applicable to the Company during the Audit Period);**

Dhanalaxmi Roto Spinners Limited

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

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

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

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

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

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

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

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

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

**Place : Hyderabad
Date : 01/09/2023**

**Sd/-
(Shailesh Baheti)
Partner
(M. No:8159)
(CP No.9017)
UDIN : F008159E000913547**

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

Dhanalaxmi Roto Spinners Limited

Annexure - I

To,
The Members,
DHANALAXMI ROTO SPINNERS LIMITED
Survey.No.114 & 115, Station Road, Thimmapur,
Rangareddy District, Telangana-509 325.

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

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

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

Sd/-

(Shailesh Baheti)

Partner

(M. No:8159)

(CP No.9017)

UDIN : F008159E000913547

Place : Hyderabad

Date : 01/09/2023

Dhanalaxmi Roto Spinners Limited

FORM NO. AOC -2

ANNEXURE-B

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

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

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

Sl. No.	Particulars				
1.	Name (s) of the related party & nature of relationship	Mrs.Srinidhi Inani, Wife of Mr. Keshav Inani, CEO of the Company and Daughter-in-Law of Mr. Rajkumar Inani Director of the Company	Mrs. Divya Inani, Spouse of Mr. Rajkumar Inani, Director of the Company	Mrs.Sangita Inani, Spouse of Mr. Narayan Inani, Director of the Company	Mr. Keshav Inani, Son of Mr. Rajkumar Inani, Director of the Company
2.	Nature of contracts/ arrangements/ transaction	Payment of remuneration	Payment of remuneration	Payment of remuneration	Payment of remuneration
3.	Duration of the contracts/ arrangements/ transaction	Appointment is made for such term as mutually decided and agreed between the company and related party from time to time.	Appointment is made for such term as mutually decided and agreed between the company and related party from time to time.	Appointment is made for such term as mutually decided and agreed between the company and related party from time to time.	Appointment is made for such term as mutually decided and agreed between the company and related party from time to time.
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Monthly remuneration of Rs. 2,00,000 per month plus bonus for one month reviewed by the Board of Directors from time to time.	Monthly remuneration of Rs. 2,00,000 per month plus bonus for one month reviewed by the Board of Directors from time to time.	Monthly remuneration of Rs. 2,00,000 per month plus bonus for one month reviewed by the Board of Directors from time to time.	Monthly remuneration of Rs. 2,00,000 per month plus bonus for one month reviewed by the Board of Directors from time to time
5.	Date of approval by the Board	09/06/2021	09/06/2021	09/06/2021	09/06/2021
6.	Amount paid as advances, if any	NIL	NIL	NIL	NIL

Dhanalaxmi Roto Spinners Limited

SL. No.	Particulars	Particular			
1.	Name (s) of the related party & nature of relationship	Ms. Vasundara Inani, Daughter of Mr. Narayan Inani, Director of the Company	Shrimannarayan Enterprises Private Limited, Associates	Shrimannarayan Enterprises Private Limited, Associates	Anirudh Inani HUF Director of the Company is Karta of HUF
2.	Nature of contracts/ arrangements/transaction	Payment of remuneration	Sale of Goods	Purchase of Goods	Rent Paid
3.	Duration of the contracts/ arrangements/transaction	Appointment is made for such term as mutually decided and agreed between the company and related party from time to time.	As per the business requirements of the company.	As per the business requirements of the company.	As per the business requirements of the company
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Monthly remuneration of Rs. 2,00,000 per month plus bonus for one month reviewed by the Board of Directors from time to time	Transactions are based on Ordinary course of Business and at arm' length basis, amounting to Rs. 35,77,973/-	Transactions are based on Ordinary course of Business and at arm' length basis, amounting to Rs. 2,25,90,291/-	Transactions are based on Ordinary course of Business and at arm' length basis, amounting to Rs. 2,40,000/-
5.	Date of approval by the Board	09/06/2021	05/05/2022	05/05/2022	05/05/2022
6.	Amount paid as advances, if any	Nil	Nil	Nil	Nil

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

Place: Thimmapur
Date: 01/09/2023

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

Sd/-
RAJKUMAR INANI
Whole Time Director
(DIN: 00885466)

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES FOR FY 2022-2023

1 Brief Outline on CSR Policy of the Company

A. OBJECTIVES

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

- Making a positive impact on society through economic development and reduction of our resource footprint.
- Taking responsibility for the actions of the Company while also encouraging a positive impact through supporting causes concerning the environment, communities and our stakeholders.

B. RESOURCES

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

C. AREAS IDENTIFIED FOR CSR ACTIVITIES

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

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

2. Composition of the CSR Committee as on 31.03.2023

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Rajkumar Inani	Chairman	Managing Director	1	1
Narayan Inani	Member	Executive Director	1	1
K.N. Prasad	Member	Non-Executive Director (Independent)	1	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: www.dhanroto.com

4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies: Not Applicable

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any: Nil

6. Average net profit of the company as per section 135(5): 6,36,26,032.33

7. (a) Two percent of average net profit of the company as per section 135(5):Rs. 12,72,520.647

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: 48,421*

(c) Amount required to be set off for the financial year, if any: Nil

(d) Total CSR obligation for the financial year (7a+7b-7c): 13,20,941.647

* The balance of previous financial year to spend in this financial year is mentioned in point 7 (b).

8. (a) CSR amount spent or unspent for the financial year:

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Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
13,38,000	Nil	-	-	-	-

(b) (a) Details of CSR amount spent against ongoing projects for the financial year:

Name of the Project	Item from the list of activities in Schedule VII to the Act		Project duration	Amount allocated for the project (in Rs.)	Amount spent in the current financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
	State	District						Name	CSR Registration Number
-	-	-	-	-	-	-	-	-	-

(C) Details of CSR amount spent against other than ongoing projects for the financial year

S. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/No)	Location of the Project		Amount allocated for the project (in Rs.)	Mode of Implementation on Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District			Name	CSR Registration
1	Radiant Institute of Technology	Education and Training	Yes	Telangana,	Hyderabad	6,00,000	No	No	CSR00004515
2	Sri Krishna Goseva Mandal	Animal Welfare	Yes	Telangana,	Hyderabad	2,51,000	No	No	CSR00013993
3.	Shree Gau Seva Charitable Trust	Animal Welfare	No	Mumbai,	Maharashtra	2,51,000	No	No	CSR00013349
4.	Friends of Tribal Society, Ekal Bhawan	Tribals Education	No	Kolkata,	West Bengal	1,35,000	No	No	CSR00001898
5.	Maharshi Vedvyas Pratishthan	Promoting Education	No	Pune,	Maharashtra	1,01,000	No	No	CSR00002814

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent for the Financial Year (8b+8c+8d+8e): 13,38,000

(g) Excess amount for set off, if any: 17,058.353

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Sr. No.	Particular	Amount (in Rs.)
(i)	Two percent of average net profit of the company as per section 135(5)	13,20,941.647
(ii)	Total amount spent for the Financial Year	13,38,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	17,058.353
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years,if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	17,058.353

9. (a) Details of Unspent CSR amount for the preceding three financial years:

Sl. No	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified Under Schedule VII as per section 135(6), if any.			Amount remaining to be spent in succeeding financial years.(in Rs.)
				Name of the Fund	Amount (in Rs)	Date of Transfer	
-	-	-	-	-	-	-	-

(b) Details of CSR amount spent in the financial year for on-going projects of the preceding financial years:

Sl. No.	Project ID	Name of the Project	Financial Year in which the Project was commenced	Project Duration	Total amount allocated for the Project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of The project - Completed / On-going.
-	-	-	-	-	-	-	-	-

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Nil

11. Specify the reason(s), if the company has failed to spend two percent of the average net profit as per section 135(5):NA

REPORT ON CORPORATE GOVERNANCE

1. Company's Philosophy on Code of Governance

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

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

2. Board of Directors

The composition of Board is in consonance with the requirements of Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. as on 31st March, 2023.

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

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

a) Composition and category of Directors				
Name of the Director	Category	Designation	No. of shares held in the Company (%)	Name of the listed entities where the person is a director and the category of directorship
Rajkumar Inani	Promoter & Executive Director	Managing Director	1,36,400 (3.50%)	Ankit India Limited - Independent Director
Narayan Inani	Promoter & Executive Director	Whole Time Director	1,28,400 (3.29%)	NIL
Anirudh Inani	Promoter & Executive Director	Whole Time Director	1,67,945 (4.31%)	NIL
Shyam Sunder Jakhotia	Director (Non- Executive & Independent Director)	Director	NIL	NIL
K. N. Prasad	Director (Non- Executive & Independent Director)	Director	NIL	NIL
Simanth Roy Chowdhury	Director (Non- Executive & Independent Director)	Director	22,000 (0,56%)	NIL
Natasha Inani	Director (Non – Executive & Non Independent Director)	Director	1,35,829 (3.48%)	NIL

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b) Attendance of Directors at the Board Meetings held during FY 2022-23 and Annual General meetings held during the year 2022-23:

Directors	Category	Meetings held during the tenure of the Directors	Meetings Attended	Attendance at the last AGM
Rajkumar Inani	Executive Director & Managing Director	11	11	YES
Narayan Inani	Executive Director	11	11	YES
Anirudh Inani	Executive Director	11	11	YES
Shyam Sunder Jakhotia	Director (Non- Executive & Independent Director)	11	11	YES
K. N. Prasad	Director (Non- Executive & Independent Director)	11	11	YES
Simanth Roy Chowdhury	Director (Non- Executive & Independent Director)	11	11	YES
Natasha Inani	Director (Non – Executive & Non Independent Director)	11	11	YES

C) Number of other board of directors or committees in which a director is a member or chairperson as on 31.03.2023

S. No	Name of the Director	*No. of other Companies in which he/she is Director	**No of Committees Chairpersonship/ Membership (including this Company)	
			Member	Chairperson
1.	Rajkumar Inani	3	2	0
2.	Narayan Inani	4	1	0
3.	Anirudh Inani	2	0	0
4.	Shyam Sunder Jakhotia	0	2	1
5.	K. N. Prasad	0	2	1
6.	Simanth Roy Chowdhury	0	0	0
7.	Natasha Inani	3	0	0

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

**Committee positions only of the Audit Committee and Stakeholders Relationship Committee in Public Limited Companies.

d) The Board of Directors met Eleven (11) times during FY 2022-23 and dates on which the meetings were held are 05/05/2022,30/05/2022,10/08/2022,30/08/2022,11/11/2022,28/11/2022,19/12/2022,09/02/2023,13/02/2023,24/02/2023 and 08/03/2023.

e) Relationship among Directors:

1. Mr. Rajkumar Inani, Mr. Narayan Inani and Mr. Anirudh Inani are brothers.
2. Mrs. Natasha Inani is wife of Mr. Anirudh Inani

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

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

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

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Sl. No.	Skills/ Expertise/ Competencies identified by the Board	Raj kumar Inani	Narayan Inani	Anirudh Inani	Shyam Sunder Jakhotia	K. N. Prasad	Simanth Roy Chowdhury	Natasha Inani
1.	Knowledge on Company's businesses, policies and culture (including the Mission, Vision and Values) major risks/ threats and potential opportunities and knowledge of the industry in which the Company operates	✓	✓	✓	✓	✓	✓	✓
2.	Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company	✓	✓	✓				✓
3.	Business Strategy, Forex Management, Administration, Decision Making, Sales & Marketing	✓	✓	✓				
4.	Corporate Governance & Compliance	✓	✓	✓	✓	✓	✓	✓
5.	Financial and Management skills	✓	✓	✓		✓		
6.	Technical / Professional skills and specialized knowledge in relation to Company's business	✓	✓	✓			✓	✓

h) Independent Directors:

Mr. K. N. Prasad, Mr. Simanth Roy Chowdhury and Mr. Shyam Sunder Jakhotia are Non – Executive Independent Directors of the Company as on 31/03/2023.

☆ Details of Familiarisation Programmes Imparted to Independent Directors:

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

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☆ Meeting of Independent Directors:

In Compliance with the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Independent Directors Meeting of the Company was held on 11/02/2023. Independent Directors Meeting considered the performance of Non-Independent Directors and Board as whole, reviewed the performance of Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors and assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

Attendance of Independent Directors in Independent Directors Meeting:		
Name of the Director	No. of Meetings held	No. of Meetings held
Mr. Nagendra Prasad Kasturi	1	1
Mr. Simanth Roy Chowdhury	1	1
Mr. Shyam Sunder Jakhota	1	1

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

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

3. COMMITTEES OF THE BOARD:

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

☆ Audit Committee

In compliance with the requirements of the Companies Act, 2013 and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted an Audit Committee. Composition of Audit committee as on 31.03.2023 is as follows:

Mr. K N Prasad	Chairman
Mr. Shyam Sunder Jakhota	Member
Mr. Narayan Inani	Member

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

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

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
- Recommending to the Board the appointment, re-appointment and replacement, remuneration and terms of appointment of the statutory auditor of the Company and the fixation of audit fee and other payments, reviewing and monitoring the statutory auditor's independence and performance and effectiveness of audit process;

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

II. Composition Audit Committee as on 31.03.2023 and Attendance of Members at the Meetings of the Audit Committees held during 2022-23:

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
K. N. Prasad	Chairman	Non-Executive Director (Independent)	4	4
Shyam Sundar Jakhotia	Member	Non-Executive Director (Independent)	4	4
Narayan Inani	Member	Executive Director cum CFO	4	3

☆ Nomination and Remuneration Committee(NRC):

In compliance with the requirements of the Companies Act, 2013 and of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has constituted Nomination and Remuneration Committee Composition of Nomination and Remuneration Committee as on 31.03.2023 is as follows:

Mr. Simanth Roy Chowdhury	Chairman
Mr. Shyam Sunder Jakhotia	Member
Mr. K N Prasad	Member

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

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

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

i. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

ii. Relationship of remuneration to performance is clear and meets appropriate performance bench marks; and

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iii. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

- Formulating of criteria for evaluation of the independent directors and the Board and Devising a policy on Board diversity;
- Identifying persons, who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the Board their appointment and removal, and carrying out evaluations of every director's performance;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- Analysing, monitoring and reviewing various human resource and compensation matters;
- Determining the company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;
- Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component;
- Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- Recommend to the board, all remuneration, in whatever form, payable to senior management
- Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
 - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
 - ii. The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003.

II. Composition of NRC as on 31.03.2023 and Attendance of Members at the Meetings of the NRC held during 2022-23

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Simanth Roy Chowdhury	Chairman	Non-Executive Director (Independent)	1	1
ShyamsundarJakhotia	Member	Non-Executive Director (Independent)	1	1
K.N. Prasad	Member	Non-Executive Director (Independent)	1	1

☆ Corporate Social Responsibility Committee

Composition of CSR Committee as on 31/03/2023 is as follows:

Mr. Rajkumar Inani	Chairman
Mr. Narayan Inani	Member
Mr. K N Prasad	Member

II. The terms of reference of the Corporate Social Responsibility Committee of our Company shall include the following:

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

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Composition and Attendance of Members at the Meetings of CSR Committee held during 2022-23:

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Simanth Roy Chowdhury	Chairman	Non-Executive Director (Independent)	2	2
Shyamsundar Jakhotia	Member	Non-Executive Director (Independent)	2	2
K.N. Prasad	Member	Non-Executive Director (Independent)	2	2

(iv) Stakeholders Relationship Committee (SRC)

Composition of SRC Committee as on 31.03.2023 is as follows:

Mr. Shyam Sunder Jakhotia	Chairman
Mr. Rajkumar Inani	Member
Mr. K N Prasad	Member

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

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

Composition SRC and Attendance of Members at the Meetings of the SRC held during 2022-23:

Name	Designation	Category	No. of Meetings held	No. of Meetings attended
Shyamsundar Jakhotia	Chairman	Non-Executive Director (Independent)	2	2
K.N. Prasad	Member	Non-Executive Director (Independent)	2	2
Rajkumar Inani	Member	Non-Executive Director (Independent)	2	2

Details of shareholders' requests/complaints received and resolved during FY 2022-23 are as under:

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

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Name of non-executive director heading the committee: Mr. Shyamsundar Jakhotia

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

4. Remuneration of Directors

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

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

Details of payment of remuneration of Executive Directors and Key Managerial Personnel & sitting fee to non-Executive directors:

Name of the Director	Designation	Remuneration	Sitting Fees
Mr. Rajkumar Inani	Managing Director	30,00,000	NA
Mr. Narayan Inani	Executive Director & CFO (KMP)	30,00,000	NA
Mr. Anirudh Inani	Whole Time Director	30,00,000	NA
Mr. Keshav Inani	CEO (KMP)	26,00,000	NA
Ms. Pooja Gadhia	Company Secretary	5,84,900	NA
Mrs. Natasha Inani	Non – Executive Director	NA	44,000
Mr. K.N. Prasad	Non – Executive Director	NA	44,000
Mr. Simanth Roy Chowdhury	Non – Executive Director	NA	44,000
Mr. Shyamsundar Jakhotia	Non – Executive Director	NA	44,000

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

5. GENERAL BODY MEETINGS

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

Year	Location	Date	Time
2019-20	Conducted through video conference mode	30.09.2020	At 12:30 P.M.
2020-21	Conducted through video conference mode	30.09.2021	At 12:30 P.M.
2021-22	Conducted through video conference mode	29.09.2022	At 11:30 A.M.

- Details of special resolutions passed in the previous three Annual General Meetings

Description of resolution passed	Date of AGM
Re-Appointment of Mr. Rajkumar Inani as Managing Director	30.09.2020
Re-appointment of Mr. Narayan Inani as Executive Director	30.09.2020
Re-appointment of Mr. Anirudh Inani as Whole-Time Director	30.09.2020
Change in Designation of Mrs. Natasha Inani from Non-Executive Director to Executive Director	30.09.2020
Change in Designation of Mrs. Natasha Inani from Executive Director to Non-Executive Director of the Company	30.09.2021

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- Details of Postal Ballot Resolutions passed during the year 2022-23: Nil
- Whether any special resolution is proposed to be conducted through postal ballot: No

6. MEANS OF COMMUNICATION

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

7. GENERAL SHAREHOLDERS' INFORMATION

Sl.No.	Description	Details
1.	Date, Time and Venue of AGM	Date: Saturday, 30 th September, 2023 Time: At 11.30 A.M. Mode of Meeting: The Annual General meeting will be conducted through Video Conferencing (VC)/Other Audio-Visual Means (OAVM)
2.	Financial Year	1st April, 2022 to 31st March, 2023
3.	Dividend payment date	Within 30 days of the AGM of the Company. i.e. 29th October, 2023
4.	Dates of book closure	23rd September, 2023 to 30th September, 2023
5.	Name and address of Stock Exchange(s) at which the equity shares are listed and confirmation about payment of annual listing fee to each of such Stock Exchanges.	The Company's Shares are listed on Bombay Stock Exchange (BSE). The address of the Exchange is as under: Bombay Stock Exchange Limited, Phiroze Jeejee bhoy Towers, Dalal Street, Mumbai – 400 001 The Company has duly paid the Listing fees for the year 2022-23 to BSE Limited where the shares of the Company are Listed.
6.	Stock Code	BSE: 521216
7.	Market Price Data: High / Low / Close During each month in the last Financial Year:	

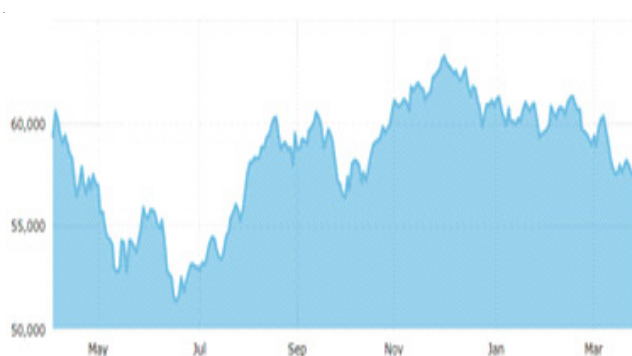
Month	BSE			
	Open	High	Low	Close
April-22	122.70	141.00	80.00	85.10
May- 22	91.60	124.00	83.00	124.00
June -22	80.00	97.90	71.00	90.60
July -22	77.95	87.95	71.75	85.00
August-22	76.00	81.85	65.60	80.95
September -22	74.65	90.00	70.00	79.60
October -22	78.60	82.50	71.00	77.00
November -22	74.55	91.00	68.10	83.00
December -22	76.35	90.00	70.25	75.95
January -23	75.65	80.95	66.95	74.25
February -23	73.45	79.00	70.15	79.00
March -23	71.87	77.99	65.10	74.00

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8. Relative Performance of Dhanalaxmi Roto Spinners Limited Share Price V/S. BSE Sensex:



Dhanalaxmi Price



BSE Sensex Price

9.	Registrar to an issue and share transfer Agents	CIL SECURITIES LIMITED 214, Raghava Ratna Towers, Chirag Ali Lane, Abids, Hyderabad-1 CIN: L67120TG1989PLC010188 SEBI Registration Number: INR000002276 E-Mail: rta@cilsecurities.com Contact: Mr. VSM Yadav Raju Contact No: 040-23202465 / 9666375981
10.	Share Transfer System	All transfers received are electronically processed by the Registrar to an Issue and Share Transfer Agent. The summary of transfers, transmissions etc., are placed before every Stakeholders Relationship Committee Meeting and Board Meeting.

11. Distribution of shareholding as on 31.03.2023:

No. of Equity Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
0-500	4276	91.84	531526	13.63
501-1000	195	4.19	153374	3.93
1001-2000	76	1.63	110387	2.83
2001-3000	33	0.71	78779	2.02
3001-4000	07	0.15	26126	0.67
4001-5000	10	0.21	46990	1.20
5001-10000	13	0.28	87159	2.23
10000 and above	46	0.99	2865959	73.48
Total	4656	100.00	3900300	100.00

12. Dematerialization of shares and liquidity as on 31.03.2023:

Shares in NSDL:	11,15,673
Shares in CDSL:	23,60,267
Shares in Physical:	4,24,360

Dhanalaxmi Roto Spinners Limited

13.	Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity:	Nil
14.	Commodity Price Risk or Foreign Exchange Risk and hedging activities	Nil
15.	Plant locations	Survey No. 114 & 115, Station Road, Thimmapur, Ranga Reddy District, Telangana - 509 325, India
16.	Address for correspondence	Corporate Office The Laxmi, 8-2-686/B/6/D/K & 8-2-686/B/M/K, 4 th Floor, Road No. 12, Banjara Hills, Near Indian Bank, Hyderabad-500034, Telangana, India.
17.	Credit ratings given by CRISIL for bank loan facilities	NA

8. Other disclosures

i. Disclosure on materially significant Related Party Transactions

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

ii. Details of non-compliance by the listed entity, penalties, strictures imposed on the listed by Stock Exchange(s) or the Board or any Statutory Authority on any matter related to Capital markets during last 3 years: NIL

iii. Whistle Blower Policy and affirmation that no personnel have been denied access to the Audit Committee.

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

iv. Disclosure under Sexual Harassment of Women at Workplace

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

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

- number of complaints filed during the financial year 2022-23: Nil
- number of complaints disposed of during the financial year 2022-23: Nil
- number of complaints pending as at the end of the financial year 2022-23: Nil

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

- All mandatory Requirements were complied with for the year ending 31.03.2023.

vi. Policy on Material Subsidiaries

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

vii. Disclosure of Accounting Treatment:

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

viii. Compliance with Corporate Governance requirements

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

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

Dhanalaxmi Roto Spinners Limited

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

x. Certificates from a Practising Company Secretary

a. The Company has obtained a Certificate from a Practising Company Secretary confirming that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by SEBI/Ministry of Corporate Affairs or any such statutory authority and is annexed as Annexure- II(a) and forms an integral part of the Annual Report.

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

xi. Disclosure with respect to payment made to Statutory Auditors

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

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

xiii. During the year, the board has accepted all the recommendations of all the committees of board.

Dhanalaxmi Roto Spinners Limited

Annexure- II (a)

CERTIFICATE OF NON- DISQUALIFICATION OF DIRECTORS

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

To
The Members,
Dhanalaxmi Roto Spinners Limited

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of DHANALAXMI ROTO SPINNERS LIMITED having CIN : L18100TG1987PLC007769 and having registered office at Survey No.114 & 115, Station Road Thimmapur Ranga Reddy District, Telangana - 509325 India (hereinafter referred to as 'the Company'), produced before me/ us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs.

S. No	Name of the Director	DIN	*Date of Appointment
1	Narayan Inani	00525403	30/09/2003
2.	Shyam Sunder Jakhota	00562306	30/09/2002
3.	Nagendra Prasad Kasturi	00562599	30/01/1999
4.	Rajkumar Inani	00885466	30/10/1992
5.	Anirudh Inani	02253588	30/06/2009
6.	Simanth Roy Chowdhury	02479099	02/04/2009
7.	Natasha Inani	02691300	10/03/2015

***Original Date of Appointment**

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

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

**Place: Hyderabad
Date: 01/09/2023**

**Sd/-
(Shailesh Baheti)
Partner
(M. No:8159)
(CP No.9017)
UDIN : F008159E000913778
Peer Review Cer. No.: P2014AP035300**

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members
Dhanalaxmi Roto Spinners Limited

We have examined the compliance of conditions of Corporate Governance by Dhanalaxmi Roto Spinners Limited ('the Company') for the year ended 31st March, 2023 as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') as referred to in Regulation 15 (2) of the Listing Regulations.

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

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

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

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

**Place: Hyderabad
Date: 01/09/2023**

**Sd/-
(Shailesh Baheti)
Partner
(M. No:8159)
(CP No.9017)
UDIN : F008159E000913712
Peer Review Cer. No.: P2014AP035300**

Dhanalaxmi Roto Spinners Limited

Declaration by the Managing Director under para D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

CODE OF CONDUCT

In terms of Reg.26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Board members and Senior Management Personnel of the Company have affirmed compliance with the respective Code of Conduct, as applicable to them for the year ended 31st March, 2023.

By Order of the Board
For Dhanalaxmi Roto Spinners Limited

Place: Thimmapur
Date: 01/09/2023

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

Declaration by Chief Executive Officer on Code of Business Conduct and Ethics of the Company

In accordance with the provisions of Para D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Keshav Inani, Chief Executive Officer of Dhanalaxmi Roto Spinners Limited, hereby declare that all members of the Board and Senior Management Personnel have affirmed compliance with the Code of Business Conduct and Ethics of the Company for the financial year 2022- 2023.

By Order of the Board
For Dhanalaxmi Roto Spinners Limited

Place: Thimmapur
Date: 01/09/2023

Sd/-
Keshav Inani
CEO

Dhanalaxmi Roto Spinners Limited

DECLARATION BY CFO

I, Narayan Inani, CFO of Dhanalaxmi Roto Spinners Limited, to the best of my knowledge and belief, certify that:
I have reviewed the financial statements and the cash flow statement for the year under review and to the best of my knowledge and belief:

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

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

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

I have indicated to the auditors and the audit committee that

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

By Order of the Board
For Dhanalaxmi Roto Spinners Limited

Sd/-
Narayan Inani
CFO

Place: Thimmapur
Date: 01/09/2023

Dhanalaxmi Roto Spinners Limited

INDEPENDENT AUDITORS' REPORT

To
The Members of
DHANALAXMI ROTO SPINNERS LIMITED

Report on Audit of the Standalone Financial Statements

Opinion

We have audited the accompanying financial statements of Dhanalaxmi Roto Spinners Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements including a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2023, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Description of Key Audit Matters

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

Other Information

The The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual report, but does not include the standalone financial statements and our auditors' report thereon.

Dhanalaxmi Roto Spinners Limited

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

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

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

Managements and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit & loss account (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

Auditor's Responsibilities for the audit of the standalone financial statements

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

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

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

Dhanalaxmi Roto Spinners Limited

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

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

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

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of section 143 (11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- 2 (A) As required by Section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Standalone Financial Statements.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The balance sheet, the statement of profit and loss (including other comprehensive income), the statement of changes in equity and the statement of cash flows dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid standalone financial statements comply with the IND AS specified under section 133 of the Act.
 - (e) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its standalone financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company; and
 - iv. a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall,
 - whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
 - v. The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether,
 - directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or
 - provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - vi. Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause iv (i) and iv (ii), contain any material misstatement.

Dhanalaxmi Roto Spinners Limited

(C) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provisions of Section 197 of the Act.

The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) which are required to be commented upon by us.

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

Sd/-

G.D. Upadhyay
Partner

Place : Hyderabad

Date : 30/05/2023.

Membership No.027187

UDIN : 23027187BGT0GU3023

Annexure A to the Independent Auditor's report on the standalone financial statements of Dhanalaxmi Roto Spinners Ltd for the year ended 31 March 2023

The Annexure referred to in Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2023, we state that:

- (i) In respect of the Company's Property, Plant and Equipment and Intangible Assets:
- (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
(B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any Benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any investments, provided guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, provisions of clauses 3(iii)(a) to 3(iii)(f) of the Order are not applicable to the Company.

Dhanalaxmi Roto Spinners Limited

- (iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.
- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company does not have liability in respect of Service Tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into Goods and Services Tax ('GST').
- According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including GST, Provident Fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have been regularly deposited by the Company with the appropriate authorities.
- (b) According to the information and explanations given to us and the records of the Company examined by us, there are no material dues relating to income tax/ Goods and Service tax /duty of customs / cess, which have not been deposited on account of disputes with the related authorities.
- (viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.
- (ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not defaulted in repayment of loans and borrowing or in the payment of interest thereon to banks or financial institutions during the year.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary or joint venture as defined under the Act. Accordingly, clause 3(ix)(e) of the order is not applicable.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary or joint venture as defined under the Act. Accordingly, clause 3(ix)(f) of the order is not applicable.
- (x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.
- (b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

Dhanalaxmi Roto Spinners Limited

- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
(b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) and 3(xvi)(b) of the Order is not applicable.
(b) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) and 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) There are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub-section (5) of Section 135 of the said Act. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable for the year.
(b) In respect of ongoing projects, the Company has transferred unspent Corporate Social Responsibility (CSR) amount as at the end of the previous financial year, to a Special account within a period of 30 days from the end of the said financial year in compliance with the provision of section 135(6) of the Act.
In respect of ongoing projects, the Company has not transferred the unspent Corporate Social Responsibility (CSR) amount as at the Balance Sheet date out of the amounts that was required to be spent during the year, to a Special Account in compliance with the provision of sub-section (6) of section 135 of the said Act till the date of our report since the time period for such transfer i.e. 30 days from the end of the financial year has not elapsed till the date of our report.

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

Sd/-

G.D. Upadhyay
Partner

Membership No.027187
UDIN : 23027187BGTOGU3023

Place : Hyderabad
Date : 30/05/2023.

Dhanalaxmi Roto Spinners Limited

Annexure B to the Independent Auditors' report on the standalone financial statements of Dhanalaxmi Roto Spinners Ltd for the year ended 31 March 2023.

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

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

Opinion

We have audited the internal financial controls with reference to standalone financial statements of Dhanalaxmi Roto Spinners Ltd ("the Company") as of 31 March 2023 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The Company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to standalone financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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

Meaning of Internal Financial controls with Reference to Standalone Financial Statements

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

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

Dhanalaxmi Roto Spinners Limited

- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

Inherent Limitations of Internal Financial controls with Reference to Standalone Financial Statements

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

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

Sd/-

G.D. Upadhyay
Partner

Membership No.027187
UDIN : 23027187BGTOGU3023

Place : Hyderabad
Date : 30/05/2023.

Dhanalaxmi Roto Spinners Limited

BALANCE SHEET AS AT 31ST MARCH, 2023

(Value in INR)

PARTICULARS	Note No.	As at 31-03-2023	As at 31-03-2022
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	3.1	4,79,46,429	4,53,71,817
(b) Other Intangible Assets	3.2	27,186	27,581
(c) Financial Assets:			
(i) Investments	4	76,64,351	18,18,811
(ii) Loans	5.1	4,000	18,321
(iii) Other Financial Assets	6	4,02,899	4,02,899
(d) Other Non-current Assets		-	-
Total Non-Current Assets		5,60,44,865	4,76,39,429
(2) Current Assets			
(a) Inventories	7	6,64,215	44,84,901
(b) Financial Assets			
i) Trade Receivables	8	32,49,46,579	22,08,90,899
ii) Cash and Cash Equivalents	9	2,86,97,502	1,12,71,849
iii) Bank Balances Other than Cash and Cash Equivalents	10	15,28,71,848	12,84,21,386
iv) Investments	4	1,79,70,009	1,57,87,719
v) Loans	5.2	33,64,954	3,56,65,715
(c) Other Current Assets	11	1,93,96,964	2,37,57,376
Total Current Assets		54,79,12,071	44,02,79,845
Total Assets		60,39,56,936	48,79,19,275
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share Capital	12	39,003,000	39,003,000
(b) Other Equity			
(i) Reserves & Surplus	13	32,46,69,836	26,20,35,713
Total Equity		36,36,72,836	30,10,38,713
LIABILITIES			
(2) Non-Current Liabilities			
(a) Financial Liabilities			
i) Borrowings	14.1	22,46,105	15,16,817
(b) Deferred Tax Liabilities (Net)	15.1	31,25,144	29,68,000
(c) Other Non-current Liabilities	16.1	-	-
Total Non-Current Liabilities		53,71,249	44,84,817
(3) Current Liabilities			
(a) Financial Liabilities			
i) Borrowings	14.2	1,87,31,818	1,68,87,333
ii) Trade Payables	17	18,40,38,212	12,87,69,125
(b) Current Tax Liabilities (Net)	15.2	66,20,412	1,12,42,905
(c) Other Current Liabilities	16.2	2,55,22,409	2,54,96,382
Total Current Liabilities		23,49,12,852	18,23,95,744
Total Liabilities		24,02,84,101	18,68,80,561
Total Equity & Liabilities		60,39,56,936	48,79,19,275
Accompanying notes forming part of the Financial Statements	1 to 41	-	-

As per our report of even date attached
For G.D. Upadhyay & Co., Chartered Accountants,
 Firm Regn No.001322S
 Sd/-

(G.D.Upadhyay) Partner
 M.No. 027187, UDIN : 23027187BGTOGU3023
 Place : Hyderabad
 Date : 30/05/2023

Sd/- **For and on behalf of the Board** Sd/-
Rajkumar Inani **Narayan Inani**
 Managing Director Executive Director cum CFO
 (DIN: 00885466) (DIN: 00525403)
 Sd/- Sd/- Sd/-
Anirudh Inani **Keshav Inani** **Pooja Gadhia**
 Whole Time Director **CEO** Company Secretary
 (DIN: 02253588) (PAN : ACAP14720R (M.No. A61818)

Dhanalaxmi Roto Spinners Limited

(Value in INR)

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED ON 31ST MARCH, 2023

PARTICULARS	Note No.	For the period ended 31-03-2023	For the period ended 31-03-2022
I Income			
Revenue from Operations	18	2,01,16,70,587	1,19,27,34,865
Other Income	19	6,17,47,413	3,91,70,738
Total Income		2,07,34,18,000	1,23,19,05,603
II Expenses			
Purchases of Stock in Trade		1,88,04,83,454	1,04,13,47,768
Changes in Inventories of Stock in Trade	20	38,20,686	1,08,96,776
Employee Benefit Expenses	21	2,26,43,177	2,20,87,973
Depreciation and Amortization Expenses	22	27,75,980	25,70,423
Other Administrative Expenses	23	6,21,45,561	4,02,84,735
Finance Costs	24	77,59,435	84,22,921
Total Expenses		1,97,96,28,293	1,12,56,10,596
III Profit before exceptional items and tax	(I - II)		10,62,95,007
IV Exceptional Items (Net)		NIL	NIL
V Prior Period Items		(1,71,217)	(5,00,482)
VI Profit after exceptional items & before tax	(III-V)	9,36,18,490	10,57,94,525
Tax Expense:			
(1) Current tax		2,69,26,921	3,23,33,815
(2) Deferred tax		1,57,144	1,39,155
VII Total Tax Expense		2,70,84,065	3,24,72,970
VIII Profit for the Year	(VI-VII)	6,65,34,425	7,33,21,556
Total Comprehensive Income for the year		6,65,34,425	7,33,21,556
A. Earning per equity share for profit from Continuing Operations attributable to owners of Dhanalaxmi Roto Spinners Limited			
Basic		17.06	18.80
Diluted		17.06	18.80
Statements Accompanying notes forming part of the Financial Statements	1 to 41		

As per our report of even date attached
For G.D. Upadhyay & Co., Chartered Accountants,
 Firm Regn No.001322S
 Sd/-
(G.D. Upadhyay) Partner
 M.No. 027187, UDIN : 23027187BGTOGU3023
 Place : Hyderabad
 Date : 30/05/2023

For and on behalf of the Board

Sd/- Rajkumar Inani Managing Director (DIN: 00885466)	Sd/- Narayan Inani Executive Director cum CFO (DIN: 00525403)
Sd/- Anirudh Inani Whole Time Director (DIN: 02253588)	Sd/- Keshav Inani CEO (PAN : ACAP14720R)
	Sd/- Pooja Gadhia Company Secretary (M.No. A61818)

Dhanalaxmi Roto Spinners Limited

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2023 (Value in INR)

S.No.	Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
A.	Cash Flow From Operating Activities:		
	Profit/(loss) before tax	9,37,89,707	10,62,95,007
	Adjusted for :		
	Depreciation and amortisation expense	27,75,980	25,70,423
	Dividend & Interest income Classified as Investing Cash Flows	(1,11,21,928)	(1,07,62,852)
	Finance cost	77,59,435	84,22,921
	(Profit)/Loss on Sale of Fixed Assets	(20,388)	2,30,567
	Securities and Commodities	(34,90,675)	15,674
	Balances Written Off	58,28,517	18,00,000
	Prior Period Item	(1,71,217)	(5,00,482)
	Operating profit/(loss) before working capital changes	9,53,49,430	10,80,71,258
	Adjusted for :		
	(Increase)/Decrease in trade receivables	(10,40,55,680)	(11,84,42,312)
	(Increase)/Decrease in inventories	38,20,686	1,08,96,776
	(Increase)/Decrease in other assets	43,60,412	(2,29,64,562)
	Increase/(Decrease) in trade payables	5,52,69,087	5,47,29,777
	Increase/(Decrease) in other liabilities	26,027	(27,35,293)
	(Increase)/Decrease in other Financial Assets	-	8,06,405
	Cash generated from operations	5,47,69,962	3,03,62,050
	Net Income taxes (paid) / refunds	(3,15,49,413)	(2,75,49,040)
	Net cash from operating activities	2,32,20,549	28,13,010
B.	Cash flow from investing activities:		
	Purchase of Property,Plant & Equipment	(55,37,152)	(44,33,639)
	Proceeds from Sale of Property,Plant & Equipment	2,07,340	2,36,900
	Movement in Loans & Advances	3,23,15,082	(1,94,57,971)
	Movement in Non-Current Investments	(80,27,830)	2,06,92,674
	(Profit)/Loss on Investments and Transaction of Shares	34,90,675	(15,674)
	Dividend & Interest income Classified as Investing Cash Flows	1,11,21,928	1,07,62,852
	Balances written off	(58,28,517)	(18,00,000)
	Net cash used in investing activities	2,77,41,527	59,85,141
C.	Cash flow from financing activities:		
	Proceeds from Long-term/Short term borrowings	25,73,773	(2,91,72,491)
	Dividend paid during the year to Share holders	(39,00,300)	-
	Interest and finance charges paid	(77,59,435)	(84,22,921)
	Net cash used in financing activities	(90,85,961)	(3,75,95,411)
	Net (decrease) / increase in cash and cash equivalents	4,18,76,114	(2,87,97,260)
	Cash and cash equivalents as at the beginning of the year	13,96,93,236	16,84,90,496
	Cash and cash equivalents as at the end of the year	18,15,69,350	13,96,93,236
	Bank Overdrafts	(50,925)	(1,08,65,833)
	Balances as per Statement of Cash Flows	18,15,18,424	12,88,27,403

Dhanalaxmi Roto Spinners Limited

S.No.	Particulars	For the Year Ended March 31, 2023	For the Year Ended March 31, 2022
D.	Reconciliation of Liabilities from Financing Activities	Non- Current Borrowing (including Current Portion)	Current Borrowing
	Opening Balance as at 1st April 2022	15,16,817	1,68,87,333
	Add: Proceeds during the year	7,29,288	18,44,485
	Less: Repayment during the year	-	-
	Closing Balance as at 31st March 2023	22,46,105	1,87,31,818

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

Accompanying notes forming part of the Financial Statements

As per our report of even date attached

For G.D. Upadhyay & Co., Chartered Accountants,
Firm Regn No.001322S
Sd/-

(G.D.Upadhyay) Partner
M.No. 027187, UDIN : 23027187BGTOGU3023

Place : Hyderabad
Date : 30/05/2023

For and on behalf of the Board

Sd/-		Sd/-
Rajkumar Inani		Narayan Inani
Managing Director (DIN: 00885466)		Executive Director cum CFO (DIN: 00525403)
Sd/-		Sd/-
Anirudh Inani	Keshav Inani	Pooja Gadhia
Whole Time Director (DIN: 02253588)	CEO (PAN : ACAPI4720R)	Company Secretary (M.No. A61818)

Dhanalaxmi Roto Spinners Limited

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2023

(A) Equity Share Capital

(Amt in INR)

Particulars	Number of Shares	Amount
Equity Shares of Rs. 10/- each with Voting Rights		
As at April 1, 2021	39,00,300	3,90,03,000
Changes in Equity Share Capital	-	-
As at March 31, 2022	39,00,300	3,90,03,000
Changes in Equity Share Capital	-	-
As at March 31, 2023	39,00,300	3,90,03,000

(B) Other Equity

Particulars	Reserves and Surplus (refer note no. 13)						Items of Other Comprehensive Income	Total
	Capital Reserve	Securities Premium	General Reserve	Central Subsidy	Investment Allowance utilised reserve	Retained Earnings	Revaluation Surplus	
Balance at April 1, 2021	20,000	-	-	15,00,000	18,88,866	20,28,94,592	1,02,98,562	21,66,02,020
Profit for the year (net of earlier year Taxes paid)	-	-	-	-	-	7,33,21,556	-	7,33,21,556
Other Comprehensive Income	-	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	7,33,21,556	-	7,33,21,556
Recognition of Share based Payments options	-	-	-	-	-	-	-	-
Payment of Dividends	-	-	-	-	-	-	-	-
Amount Transferred within the reserves	-	-	-	-	-	-	-	-
Balance at 31 March 2022	20,000	-	-	15,00,000	18,88,866	27,62,16,148	1,02,98,562	28,99,23,576
Profit for the year (net of earlier year Taxes paid)	-	-	-	-	-	6,65,34,425	-	6,65,34,425
Other Comprehensive Income	-	-	-	-	-	-	-	-
Total comprehensive Income for the year	-	-	-	-	-	6,65,34,425	-	6,65,34,425
Balance at 31 March 2023	20,000	-	-	15,00,000	18,88,866	34,27,50,573	1,02,98,562	35,64,58,001

Accompanying notes forming part of the Financial Statements

Land : Ind AS 101 allows entity to elect to measure Property, Plant and Equipment on the transition date at its fair value or previous GAAP carrying value (book value) as deemed cost. The company has elected to measure land at fair value and use these fair values as deemed cost on the date of transition. As a result, the value of land has increased Rs. 1,02,98,562.00

As per our report of even date attached
For G.D. Upadhyay & Co., Chartered Accountants,
 Firm Regn No.001322S
 Sd/-
(G.D.Upadhyay) Partner
 M.No. 027187, UDIN : 23027187BGT0GU3023

Place : Hyderabad
 Date : 30/05/2023

For and on behalf of the Board

Sd/- Rajkumar Inani Managing Director (DIN: 00885466)	Sd/- Narayan Inani Executive Director cum CFO (DIN: 00525403)
Sd/- Anirudh Inani Whole Time Director (DIN: 02253588)	Sd/- Keshav Inani CEO (PAN : ACAPI4720R
	Sd/- Pooja Gadhia Company Secretary (M.No. A61818)

Dhanalaxmi Roto Spinners Limited

Notes to the Financial Statements

1. Company Overview and Significant Accounting Policies

General Information

1.1. Company Overview

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

2. Basis of preparation & Significant Accounting Policies

Basis of preparation

a) Statement of Compliance

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

The Standalone Financial Statements were authorised for issue by the Company's Board of Directors on 30th May 2023.

b) Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

c) Basis of measurement

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

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

d) Current and non-current classification

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

e) Use of estimates and judgements

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

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

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

Useful lives of property, plant and equipment

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

Dhanalaxmi Roto Spinners Limited

and legal or other limits on the use of the assets.

Recoverability of deferred tax assets

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

Fair value Measurement of financial instrument

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

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

f) Provisions and contingent liabilities

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

2.1 Significant Accounting Policies

A. Financial Instruments

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

Cash & Cash Equivalents

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

Financial assets at amortised cost

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets to collect contractual cash flows and the contractual terms of the financial assets give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets at fair value through other comprehensive income

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

Financial assets at fair value through profit or loss

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

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

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

Financial liabilities

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

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Equity instruments

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

Derecognition of financial instruments

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

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

D. Impairment

Financial assets (other than at fair value)

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

Non-financial assets

Tangible and intangible assets

Property, plant and equipment and intangible assets with finite life are evaluated for recoverability whenever there is any indication that their carrying amounts may not be recoverable. If any such indication exists, the recoverable amount (i.e. higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the cash generating unit (CGU) to which the asset belongs.

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

E. Property, Plant And Equipment / Depreciation

(i) Recognition And Measurement

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

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

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

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

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

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

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure

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will flow to the Company.

(iii) Expenditure during construction period

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

(iv) Depreciation

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

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

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

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

Land is not depreciated.

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

Land: Ind AS 101 allows entity to elect to measure Property, Plant and Equipment on the transition date at its fair value or previous GAAP carrying value (book value) as deemed cost. The company has elected to measure land at fair value and use these fair values as deemed cost on the date of transition. As a result, the value of land has been increased by Rs. 1,02,98,562.00

F. Intangible assets

(i) Recognition and measurement

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

(ii) Subsequent expenditure

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

Amortisation

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

The estimated useful lives are as follows:

Club Membership	99 Years
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Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate.

G. Inventories

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

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

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

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

H) Employee benefits

i) Short term employee benefits :

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

ii) Post- employment benefits :

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

I) Provisions, contingent liabilities and contingent assets

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

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

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

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

J) Revenue

i. Sale of goods

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

ii. Rendering of services

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

iii. Rental income

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

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iv. Dividend

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

v. Interest income

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

K. Income tax

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

Current tax

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

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

Deferred tax

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

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

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

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

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

Minimum alternate tax Credit Entitlement

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

L. Borrowing costs

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

Earnings per share

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

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

N. Foreign currency transactions

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

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

O. Cash and cash equivalents

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

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NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2023 (Value in INR)

3.1. PROPERTY, PLANT AND EQUIPMENT AND CAPITAL WORK-IN-PROGRESS

	Particulars	As at 31st March, 2023	As at 31st March, 2022
	Carrying Amounts of :		
1	Land	1,25,27,004	1,25,27,004
2	Building (RCC Frame Structure)	1,64,86,714	1,69,32,218
3	Building (Other than RCC Frame Structure)	67,56,914	67,56,914
4	Borewell	1,46,886	17,624
5	Furnitures & Fixtures	4,25,795	4,42,992
6	Vehicles (Cars)	1,09,12,993	78,32,770
7	Motor Cycle	-	31,955
8	Office Equipments	4,61,310	5,87,399
9	Computers & Printers	2,28,812	2,42,940
	Total in Rs.	4,79,46,429	4,53,71,817

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

	Particulars	Balance as at 01/04/21	Additions	Deletions	Balance as at 31/03/22	Additions	Deletions	Balance as at 31/03/23
1	Land	1,25,27,004	-	-	1,25,27,004	-	-	1,25,27,004
2	Building (RCC Frame Structure)	2,02,95,607	-	-	2,02,95,607	3,31,002	-	2,06,26,609
3	Building (Other than RCC Frame Structure)	1,52,65,615	-	-	1,52,65,615	-	-	1,52,65,615
4	Borewell	88,174	11,300	-	99,474	1,32,000	-	2,31,474
5	Furnitures & Fixtures	19,63,417	2,18,312	-	21,81,729	42,372	-	22,24,101
6	Vehicles (Cars)	1,37,17,403	38,92,823	3,28,009	1,72,82,217	48,88,721	1,55,000	2,20,15,938
7	Motor Cycle	1,64,212	-	24,671	1,39,541	-	1,39,541	-
8	Office Equipments	21,90,167	2,73,404	-	24,63,571	44,999	-	25,08,570
9	Computers & Printers	19,37,049	37,800	-	19,74,849	98,058	-	20,72,907
10	Honda Generator	85,500	-	32,990	52,510	-	-	52,510
11	Old Steel Containers	1,86,800	-	81,797	1,05,003	-	-	1,05,003
	Total in Rs.	6,84,20,948	44,33,639	4,67,467	7,23,87,120	55,37,152	2,94,541	7,76,29,731

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

3.1 (b) Accumulated depreciation and impairment

	Particulars	Balance as at 01/04/21	Additions	Deletions	Balance as at 31/03/22	Additions	Deletions	Balance as at 31/03/23
1	Land	-	-	-	-	-	-	-
2	Building (RCC Frame Structure)	25,93,316	7,70,073	-	33,63,389	7,76,506	-	41,39,895
3	Building (Other than RCC Frame Structure)	85,08,701	-	-	85,08,701	-	-	85,08,701
4	Borewell	80,061	1,789	-	81,850	2,738	-	84,588
5	Furnitures & Fixtures	16,97,575	41,162	-	17,38,737	59,569	-	17,98,306
6	Vehicles (Cars)	80,04,084	14,45,363	-	94,49,447	16,53,498	-	1,11,02,945
7	Motor Cycle	97,057	10,529	-	1,07,586	-	1,07,586	-
8	Office Equipments	17,30,607	1,45,565	-	18,76,172	1,71,088	-	20,47,260
9	Computers & Printers	15,93,351	1,38,558	-	17,31,909	1,12,186	-	18,44,095
10	Honda Generator	47,234	5,276	-	52,510	-	-	52,510
11	Old Steel Containers	93,290	11,713	-	1,05,003	-	-	1,05,003
	Total in Rs.	2,44,45,275	25,70,028	-	2,70,15,303	27,75,585	1,07,586	2,96,83,302

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(Value in INR)

3.2. Intangible Assets

Particulars	As at 31st March, 2023	As at 31st March, 2022
Carrying Amounts of: Sterling Holiday Resorts	27,186	27,581
Total in Rs.	27,186	27,581

3.2(a) Gross Carrying amount of Intangible

Gross Carrying amount of Intangible Assets	Balance as at 01/04/21	Additions	Deletions	Balance as at 31/03/22	Additions	Deletions	Balance as at 31/03/23
Sterling Holiday Resorts	39,000	-	-	39,000	-	-	39,000
Total in Rs.	39,000	-	-	39,000	-	-	39,000

3.2(b) Accumulated Amortization

Accumulated Amortization	Balance as at 01/04/21	Additions	Deletions	Balance as at 31/03/22	Additions	Deletions	Balance as at 31/03/23
Sterling Holiday Resorts	11,024	395	-	11,419	395	-	11,814
Total in Rs.	11,024	395	-	11,419	395	-	11,814

4: Investments

Sr.No	Particulars	As at 31st March, 2023	As at 31st March, 2022
	Investment in Unquoted Equity Shares:		
	Ketki Finance Limited (75000 Shares of Rs. 10/- each fully paid up)	7,53,750	7,53,750
	Rajyalaxmi Petro Chemicals Pvt. Ltd. (100 Shares of Rs. 10/- each fully paid up)	1,000	1,000
	Suraj Trade and Properties Pvt. Ltd. (18000 Shares of Rs. 10/- each fully paid up)	8,10,000	8,10,000
	Karmangaht Securities (P) Ltd (500 Shares of Rs 10 /- each fully paid up)	50,000	5,000
	Investment in NSE Shares Unquoted	58,00,000	-
(A)	Total of Unquoted Equity Shares	74,14,750	15,69,750
(B)	Total of Quoted Investments	1,79,70,009	1,57,87,719
(C)	Investment in Gold	1,37,601	1,37,061
	Investment in Silver Bar	1,12,000	1,12,000
	Total in Rs.	2,56,34,360	1,76,06,530
4.1	Non Current Investments	76,64,351	18,18,811
4.2	Current Investments-Quoted	1,79,70,009	1,57,87,719
	Total in Rs.	2,56,34,360	1,76,06,530

5: Loans

(A)	(Unsecured, Considered Good): Advances to Others	-	2,00,15,000
(B)	Security Deposits - Deposits (Advance Recoverable in cash or in kind or for value to be considered good)	4,000	18,321
(C)	Advance to Suppliers	33,64,954	1,56,50,715
	Total in Rs	33,68,954	3,56,84,036

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Sr.No	Particulars	As at 31st March, 2023	As at 31st March, 2022
5.1	Non Current Loans	4,000	18,321
5.2	Current Loans	33,64,954	3,56,65,715
	Total in Rs.	33,68,954	3,56,84,036
5.3	Deposits includes deposits paid towards amenities i.e. Electricity, Telephone, Rent etc.		
5.4	The Company has received an advance of Rs 1.50 Crores for sale of Land located at Mallampet		
6: Other Financial Assets			
(A)	Balance With Revenue Authorities	4,02,899	4,02,899
	Total in Rs.	4,02,899	4,02,899
6.1	Other non current Financial Assets	4,02,899	4,02,899
	Total in Rs.	4,02,899	4,02,899
7: Inventories			
	Inventories-(At lower of cost and net realisable value)		
(A)	Wood Pulp	5,78,914	8,08,808
(B)	Paper	85,301	36,76,093
	Total in Rs.	6,64,215	44,84,901
Notes: Refer note no. 14.4 for inventories pledged & refer note no.2.1.G for basis of Valuation			
8: Trade Receivables			
(A)	<u>Unsecured and Considered Good :</u>		
	Over six Months	48,50,590	1,51,064
	Others	32,00,95,989	22,07,39,835
	Total in Rs.	32,49,46,579	22,08,90,899
<p>Notes: The credit period on sales of goods varies with seasons and business segments/ markets and generally ranges between 30 to 180 days. No interest is recovered on trade receivables for payments received after the due date. Before accepting any new customer, the Company has a credit evaluation system to assess the potential customer's credit quality and define credit limits for the customer. Credit limits attributed to customers are reviewed on an annual basis.</p> <p>Trade receivables are hypothecated as Security for Borrowings.</p> <p>Ageing of Trade receivable is disclosed in Note 39 B for Schedule III disclosure.</p>			
9: Cash and cash equivalents			
(A)	Balance with Banks:		
	In Current Accounts	2,86,57,383	1,10,82,148
	Deposits with Maturity of Less than 3 Months	-	-
(B)	Cash Balance	40,119	1,89,701
	Sub Total (A)	2,86,97,502	1,12,71,849
10: Bank Balances Other than Cash and Cash Equivalents			
(A)	Bank Deposits with maturity of More than 3 months	15,28,71,848	12,84,21,386
	Sub Total (B)	15,28,71,848	12,84,21,386
	Total [A + B]	18,15,69,350	13,96,93,235
11: Other Current Assets			
(A)	Prepaid Expenses	3,24,750	3,17,878
(B)	GST Receivable	1,63,16,923	1,90,74,572
(C)	Others	27,55,291	43,64,926
	Total in Rs.	1,93,96,964	2,37,57,376

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12: Share Capital

Sr.No	Particulars	As at 31st March, 2023	As at 31st March, 2022
(A)	Authorized Share Capital 50,00,000 Equity Shares of Rs. 10/- each with Voting Rights.	5,00,00,000	5,00,00,000
		5,00,00,000	5,00,00,000
(B)	Issued,Subscribed & Paid Up Capital 39,00,300 Equity Shares of Rs. 10/- each, Fully Paid up Share capital each with Voting Rights.	3,90,03,000	3,90,03,000
	Total in Rs	3,90,03,000	3,90,03,000

12.1 During the year there was no fresh issue of equity shares, hence number of shares outstanding at the beginning of the year and end of the year are same. i.e. 39,00,300 equity shares of Rs 10/- each

	Equity Shares at the Begining of the year	39,00,300	39,00,300
	Add/(Less) : Equity shares issued / bought back during the year	-	-
	Equity Shares at the Close of the year	39,00,300	39,00,300

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

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

12.4 There were no equity shares allotted as fully paid up pursuant to contracts without payment received in cash, there were no bonus shares allotted and there were no equity shares bought back, during the period of 5 years immediately preceding the Balance Sheet date

13: Other Equity - Reserves and Surplus

(A)	Capital Reserve	20,000	20,000
(B)	Central Subsidy	15,00,000	15,00,000
(C)	Investment Allowance utilised reserve	18,88,866	18,88,866
(D)	Revaluation Surplus	1,02,98,562	1,02,98,562
(E)	Retained Earnings:		
	Balance brought forward from previous year	24,83,28,283	17,50,06,729
	Add: Profit for the period	6,65,34,425	7,33,21,556
		31,48,62,708	24,83,28,285
	Less: Dividend to Equity Share Holders for FY 2021-22 (Rs 1/- Per Share)	39,00,300	-
	Surplus in Statement of Profit & Loss Account	31,09,62,408	24,83,28,285
	Total in Rs.	32,46,69,836	26,20,35,713

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

14: Borrowings

(A)	Secured:		
	Term Loans:		
	Others	22,46,105	15,16,817
	Loans repayable on Demand from Banks	50,925	1,08,65,833
(B)	Unsecured:		
	Loans & Advances from Related Parties		
	- From Directors	1,26,80,893	21,500
	- Others	60,00,000	60,00,000
	Total of Loans in Rs.	2,09,77,923	1,84,04,150
14.1	Non Current Borrowings	22,46,105	15,16,817
14.2	Current Borrowings	1,87,31,818	1,68,87,333
	Total of Loans in Rs.	2,09,77,923	1,84,04,150

Dhanalaxmi Roto Spinners Limited

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

Sr.No	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	HDFC Car Loan(Against Innova car)	26,19,000	-
2	Punjab National Bank (against Tata Nexon)	10,05,030	-
3	Kotak Mahidra Prime Ltd KIA	17,76,920	17,76,920
4	Kotak Mahidra Prime Ltd MG	13,00,000	13,00,000

14.4 Working capital limits sanctioned by Tamilnad Mercantile Bank Ltd, are repayble on demand from bank and are secured against hypothecation of inventories, book debts/receivables, bills negotiation drawn under ILC/FLC, against collateral security of open land and premises in the name of the company and in the name of Directors & relatives personal gurantee of directors and the sanction limits are Rs. 0.01 Crore for CC, Rs.6.50 Crores for FBN/IBN, Rs. 20 Crores for FLC/ILC, Rs.20 Crores for forward Sales contract.

14.5 There is no breach of loan agreement. The Company has not defaulted on repayment of interest and loans as at the balance sheet date.

15: Income Tax

(A)	Deferred Tax Liability(Net) Opening Balance	29,68,000	28,28,845
	In Relation to Property, Plant & Equipment	1,57,144	1,39,155
(B)	Provision for Income Tax	2,69,26,921	3,23,33,815
	Total in Rs.	3,00,52,065	3,53,01,815
15.1	Deffered Tax Liability (Net)	31,25,144	29,68,000
15.2	Current Tax Liability	66,20,412	1,12,42,905
	Total in Rs.	97,45,556	1,42,10,905

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

(A)	Accounting Profit before Tax	9,36,18,490	10,57,94,525
	Tax Expense at Statutory Tax rate of 29.12%	2,72,61,704	3,08,07,366
(B)	Adjustments:		
	Effect of expenses that are not deductible in determining taxable profit:		
	Donations	6,406	33,809
	Rental property Depreciation	2,52,218	2,69,532
	Interest on TDS & other taxes	135	1,992
	CSR Expenditure	3,75,525	-
	Depreciation as per IT & Companies Act	1,61,636	7,48,507
		7,95,920	10,53,840
(C)	Total of expenses that are not deductible in determining taxable profit:		
	Effect of income that is exempt from tax:		
	30% Repairs for rental property	5,98,607	-
	Others	5,32,096	-
		11,30,703	-
(D)	Others	-	4,72,609
	Tax expense reported in Profit and Loss Statement (A+B-C+D)	2,69,26,921	3,23,33,815

16: Other Liabilities

(A)	Advance From Customers	1,72,40,653	2,04,17,559
(B)	Other Payables	55,66,552	39,35,283
(D)	Current Maturities of Long Term Loans	27,15,204	11,43,540
	Total in Rs.	2,55,22,409	2,54,96,382

Dhanalaxmi Roto Spinners Limited

Sr.No	Particulars	As at 31st March, 2023	As at 31st March, 2022
16.1	Non Current Liabilities	-	-
16.2	Current Liabilities	2,55,22,409	2,54,96,382
	Total in Rs.	2,55,22,409	2,54,96,382
16.3	Other Payables includes rental advance and statutory dues such as TDS Payable, Goods & Service Tax Payable & Other Outstanding Liabilities.		
17: Trade Payables			
(A)	Sundry Creditors	18,40,38,212	12,87,69,125
	Total in Rs.	18,40,38,212	12,87,69,125
17.1	As confirmed by the management, there are no dues above Rs.1.00 Lakh outstanding for more than 45 days to Micro and Small Scale Undertakings.		
17.2	Ageing of trade payable is disclosed in Note 39 C for Schedule III disclosure.		
18 : Revenue from Operations			
1	Sale of Products	2,01,16,70,587	1,19,27,34,865
	Total in Rs.	2,01,16,70,587	1,19,27,34,865
18.1	The Company is primarily in the Business of Trading and sale of Pulp and Paper Products. All sales are made at a point in time and revenue recognised upon satisfaction of the performance obligations which is typically upon dispatch/ delivery. The Company has a credit evaluation policy based on which the credit limits for the trade receivables are established, the Company does not give significant credit period resulting in no significant financing component.		
19 : Other Income			
1	Interest Income	1,08,94,297	1,05,92,972
2	Rental Income	72,04,750	69,00,000
3	Dividend Income from Current Investment	2,27,631	1,69,880
4	Other Receipts	4,34,20,735	2,15,07,886
	Total in Rs.	6,17,47,413	3,91,70,738
19.1	Interest Income Comprises of Interest from Bank on FDR'S and Interest received from Customers		
20: Changes in Inventories of Stock-in-Trade			
1	Stock in Trade as at 1st April	44,84,901	1,53,81,677
2	Stock in Trade as at 31st March	6,64,215	44,84,901
	Total in Rs.	38,20,686	1,08,96,776
21: Employee Benefit Expenses			
1	Salaries & Bonus	1,35,84,900	1,12,45,200
2	Directors Remuneration	90,00,000	1,08,00,000
3	Staff Welfare & Other Benefits	58,277	42,773
	Total in Rs.	2,26,43,177	2,20,87,973
22: Depreciation & Amortization Expenses			
1	Depreciation of Property,Plant & Equipment (Refer note no.3.1)	27,75,585	25,70,028
2	Amortization of Intangible Asset (Refer note no.3.2)	395	395
	Total in Rs	27,75,980	25,70,423

Dhanalaxmi Roto Spinners Limited

23: Other Administrative Expenses

Sr.No	Particulars	As at 31st March, 2023	As at 31st March, 2022
1	Rent, Rates, Taxes and Renewals	12,74,518	10,92,208
2	Telephone Expenses	76,652	59,124
3	Bad Debts Written Off	58,28,517	18,00,000
4	Conveyance	29,280	1,768
5	Repairs & Maintenance	36,44,584	68,67,293
6	Electricity Expenses	5,42,557	4,97,326
7	Insurance	3,17,482	2,49,338
8	Hamali Charges	58,181	21,476
9	Travelling Expenses	37,78,503	11,62,786
10	Directors' Sitting Fees	1,76,000	1,40,000
11	Auditors' Remuneration	1,25,000	1,00,000
12	Business Promotion Expenses	3,91,623	3,42,835
13	Advertisement	70,249	73,566
14	Freight Outwards	1,39,59,449	92,25,850
15	Commission and Brokerage	1,63,70,735	1,31,96,104
16	Conference Expenses	16,83,178	16,07,498
17	Other Miscellaneous Expenses	1,19,40,278	14,61,619
18	Consultancy and Service Charges	4,72,200	7,75,603
19	Charities & Donations	22,000	1,16,101
20	Loss on Currency Futures and Options	-	95,254
21	Loss on Forex Derivative Transactions	-	3,32,325
22	Share Transfer & Demat Expenses	94,996	27,672
23	Loss on sale of Assets	-	2,30,567
24	CSR Expenditure	12,89,579	8,08,421
	Total in Rs	6,21,45,561	4,02,84,735

24: Finance Costs

1	Interest Expenses	12,79,309	45,83,692
2	Other Borrowing Cost	64,80,126	38,39,229
	Total in Rs.	77,59,435	84,22,921

S. No Particulars

25	Estimated amount of contracts remaining to be executed on Capital account not provided for (Net of advances)	Nil	Nil
26	Contingent Liabilities not provided for FLC & Bank Guarantee issued by the Bank	24,61,90,875	22,58,92,269
27	Auditors Remuneration : Audit Fees Tax Representation Fees Service Tax/GST	1,00,000 25,000 -	75,000 25,000 -

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

29 Quantitative particulars (in Kilograms) :

Product	Opening Stock	Purchases	Sales	Closing Stock
Pulp Stock	27,123	2,60,00,886	2,60,20,959	7,050
Bleached Softwood Kraft Pulp	-	3,00,113	3,00,113	-
Local White Pulp	-	60,420	60,420	-
Paper Stock	35,307	98,618	1,31,777	2,148

Dhanalaxmi Roto Spinners Limited

Sr.No	Particulars	31.03.2023	31.03.2022																																						
30	Value of Imports on CIF Basis Raw Materials Spare Parts and Consumables Capital Goods	Nil Nil Nil	Nil Nil Nil																																						
31	Expenditure in Foreign Currency Towards Purchases Towards Travelling Towards Commission	1,63,90,53,396 14,50,720 -	98,34,65,541 - -																																						
32	Earnings in Foreign Currency	3,94,48,922	1,65,04,384																																						
33	<p>Related Party Disclosure: <u>During the year, the Company entered into transactions with the related parties. Those transactions along with related balances as at 31st March, 2023 and for the year ended are presented in the following table.</u> (The information is given as compiled and certified by the management).</p> <p>Associate Concerns</p> <table border="1"> <tr><td>1</td><td>Anirudh Marketing</td></tr> <tr><td>2</td><td>Inani Distributors</td></tr> <tr><td>3</td><td>Lake Priya Enterprises Pvt Limited.</td></tr> <tr><td>4</td><td>Shrimannarayan Enterprises Pvt. Ltd..</td></tr> </table> <p>Directors/Key Management Personnels:</p> <table border="1"> <tr><td>1</td><td>Rajkumar Inani</td></tr> <tr><td>2</td><td>Narayan Inani</td></tr> <tr><td>3</td><td>Anirudh Inani</td></tr> <tr><td>4</td><td>K.N.Prasad</td></tr> <tr><td>5</td><td>Shyamsundar Jakhotia</td></tr> <tr><td>6</td><td>Simanth Roy Chowdhury</td></tr> <tr><td>7</td><td>Pooja Gadhia</td></tr> <tr><td>8</td><td>Natasha Inani</td></tr> </table> <p>Relatives of Directors/Key Management Personnels</p> <table border="1"> <tr><td>1</td><td>Keshav Inani</td></tr> <tr><td>2</td><td>Sangita Inani</td></tr> <tr><td>3</td><td>Divya Inani</td></tr> <tr><td>4</td><td>Sri Gopal Inani</td></tr> <tr><td>5</td><td>Priyanka Inani</td></tr> <tr><td>6</td><td>Srinidhi Inani</td></tr> <tr><td>7</td><td>Vasundhara Inani</td></tr> </table>			1	Anirudh Marketing	2	Inani Distributors	3	Lake Priya Enterprises Pvt Limited.	4	Shrimannarayan Enterprises Pvt. Ltd..	1	Rajkumar Inani	2	Narayan Inani	3	Anirudh Inani	4	K.N.Prasad	5	Shyamsundar Jakhotia	6	Simanth Roy Chowdhury	7	Pooja Gadhia	8	Natasha Inani	1	Keshav Inani	2	Sangita Inani	3	Divya Inani	4	Sri Gopal Inani	5	Priyanka Inani	6	Srinidhi Inani	7	Vasundhara Inani
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Related Party Transactions		(Amt. in INR)																																							
Particulars	Key Person/ Relatives	Associates																																							
Directors' Remuneration	90,00,000	-																																							
Directors' Sitting Fees	1,76,000	-																																							
Advances Paid /(Received)	2,57,01,216/ (1,30,41,823)	1,74,28,039/ (1,74,28,039)																																							
Interest to Directors	9,69,073	-																																							
Purchase & Sale	-	35,77,973/ 2,25,90,291																																							
Education Sponsorship	10,44,306	-																																							
Rent to Relatives/ Directors	-	2,40,000																																							
Salaries & Bonus to Relatives	1,20,00,000	-																																							

Dhanalaxmi Roto Spinners Limited

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

Particulars		2022-23	2021-22
Basic			
Profit after tax as per Statement of Profit and Loss	A	6,65,34,425	7,33,21,556
Number of Shares subscribed	B	39,00,300	39,00,300
Basic EPS (Rupees)	A/B	17.06	18.80
Diluted			
Profit after tax as per Statement of Profit and Loss	A	6,65,34,425	7,33,21,556
Number of Shares subscribed	B	39,00,300	39,00,300
Diluted EPS (Rupees)	A/B	17.06	18.80

35 **Approval of financial statements:**

The financial statements were approved for issue by the Board of Directors on 30th May, 2023

36 **Corporate Social Responsibility expenditure :**

As per Section 135 of the Act, a Company meeting the applicability threshold, needs to spend atleast 2% of its average net profit for the immediately preceding three financial years on CSR activities. The Company was required to spend the gross amount of Rs 12,89,579/- during the year on corporate social responsibility activities.

37 **Dividend paid and proposed:**

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

S.No.	Particulars	Dividend Per Equity Shares	As At 31/03/2023	Dividend per Equity Shares	As At 31/03/2022
1.	Final Dividend on Equity Shares	1	39,00,300	0	0

38 **Capital Management :**

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

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

The Company's adjusted net debt to equity ratio at 31 March 2023 was as follows.

Particulars	2022-23	2021-22
Total Borrowing	2,09,77,923	1,84,04,150
Less : Cash and cash equivalent	2,86,97,502	1,12,71,849
Total equity	36,36,72,836	30,10,38,713
Net debt to equity ratio	0.08	0.04

Dhanalaxmi Roto Spinners Limited

39 Additional Regulatory information

A Ratios

Particulars	Numerator	Denominator	Current year	Previous year	% Change
Current ratio (in times)	Total current Asset	Total current liabilities	2.33	2.41	-3.37
Debt-Equity ratio (in times)	Debt consist of borrowings	Total equity	0.06	0.06	-5.65
Debt service coverage ratio (in times)	Earning for Debt Service=Net Profit after taxes + Non cash Operating expenses + Interest+ Other non cash adjustments	Debt service = Interest payment	55.18	17.56	214.28
Return on equity ratio (in %)	Profit for the year	Total equity	0.18	0.24	-24.89
Inventory turnover ratio (in times)	Net Sales	Average inventory	781.37	120.07	550.73
Net capital turnover ratio (in times)	Revenue from Operations	Working capital (i.e., Total current assets less Total current liabilities)	6.43	4.63	38.96
Net profit ratio (in %)	Profit/(Loss) for the year	Revenue from operations	0.03	0.06	-46.20
Return on capital employed (in %)	Profit before tax and finance costs	Closing capital employed = Net worth + Current and Non Current Borrowings	0.26	0.36	-26.49
Interest Coverage Ratio	Earnings before interest and Taxes	Interest Expenses	256.13	134.64	90.23
Debtors Turnover Ratio	Net Credit Sales	Average Accounts Receivable	5.25	4.38	19.72
Operating Profit Ratio	Operating Profit	Net Sales	6.69	12.36	-45.87
Return on Net Worth	Net Income	Share Holders Equity	1.71	1.88	-9.26

B Trade payable ageing schedule

a) As at 31-March-2023

Outstanding for following periods from due date of payment						
Particulars	Not Due	Less than 1 year	1 -2 years	2 -3 years	More than 3 year	Total
i) MSME	0	0	0	0	0	0
ii) Disputed MSME	0	0	0	0	0	0
iii) Other trade payables	0	18,40,38,212	0	0	0	18,40,38,212
iv) Disputed dues - Others	0	0	0	0	0	0
Total	0	18,40,38,212	0	0	0	18,40,38,212

Dhanalaxmi Roto Spinners Limited

C Trade receivable ageing schedule

a) As at 31-March-2023

Outstanding for following periods from due date of payment

Particulars	Not Due	Less than 6 months	6 months < 1 year	1 - 2 years	2 -3 years	More than 3 year	Total
1) Undisputed - considered good	0	32,00,95,989	48,50,590	0	0	0	32,49,46,579
2) Undisputed - which have significant increase in credit risk	0	0	0	0	0	0	0
3) Undisputed Trade Receivables - credit impaired	0	0	0	0	0	0	0
4) Disputed Trade Receivables - considered doubtful	0	0	0	0	0	0	0
5) Disputed - which have significant increase in credit risk	0	0	0	0	0	0	0
6) Disputed - credit impaired	0	0	0	0	0	0	0
Less : Allowance for doubtful trade receivables	0	0	0	0	0	0	0
Total	0	32,00,95,989	48,50,590	0	0	0	32,49,46,579

Dhanalaxmi Roto Spinners Limited

D Other Statutory Information

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

40 Impact of COVID-19 Pandemic :

The COVID-19 pandemic marginally disrupted business operations due to lockdown and other emergency measures imposed by the government. The Company's operations was shut down during Lockdown . As of today, Business remain operational, following enhanced internal safety guidelines. The Company has considered internal and external information while assessing recoverability of its assets disclosed in the financial statement upto the date of approval of these financial results by the Board of Directors. Based on such assessment and considering the current economic indicators, the Company expects to recover the carrying amount of these assets. Management has also considered the impact of COVID-19 on the business for the foreseeable future and have concluded that the Company has sufficient resources to continue as a going concern. The impact of the global health pandemic may be different from that estimated as at the date of approval of these financial results and the Company will continue to closely monitor any material changes to future economic conditions.

41 Events after the reporting period :

No significant adjusting event occurred between the balance sheet date and date of the approval of these financial statements by the Board of Directors of the Company requiring adjustment or disclosure.

42 Information with regard to other matters specified in Schedule III to the Act is either nil or not applicable to the Company for the year.

43 The figures for the previous periods have been regrouped / rearranged wherever necessary to confirm to the current periods classification in order to comply with the requirements of the amended Schedule III to the Companies Act, 2013 effective 1st April, 2021.

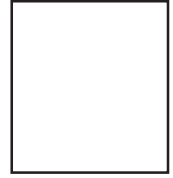
As per our report of even date attached
For G.D. Upadhyay & Co., Chartered Accountants,
Firm Regn No.001322S
Sd/-

(G.D.Upadhyay) Partner
M.No. 027187, UDIN : 23027187BGTOGU3023
Place : Hyderabad
Date : 30/05/2023

For and on behalf of the Board

Sd/-		Sd/-
Rajkumar Inani		Narayan Inani
Managing Director		Executive Director cum CFO
(DIN: 00885466)		(DIN: 00525403)
Sd/-	Sd/-	Sd/-
Anirudh Inani	Keshav Inani	Pooja Gadhia
Whole Time Director	CEO	Company Secretary
(DIN: 02253588)	(PAN : ACAPI4720R	(M.No. A61818)

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DHANALAXMI ROTO SPINNERS LIMITED

Sy. No. 114 & 115, Station Road,

Thimmapur-509325

Rangareddy Dist. (Telangana)