DhanRoto
DHANALAXMI ROTO SPINNERS LTD.
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, Telangana-500034
Tel: 040-42036297, +91 8374310011
CIN: L18100TG1987PLC007769 .GSTIN: 36AAACD8429P1Z4
E-Mail: info@dhanroto.com, accounts@dhanroto.com

Date: 30th September, 2023

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

Dear Sir/Madam,

Sub: Outcome of 36th Annual General Meeting under Regulation 30(6) read with schedule III of SEBI (Listing Obligations and Disclosure requirements) regulations, 2015.

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

In respect to the above captioned subject, this is to inform to the stock exchange that the Annual General Meeting of the Members of Dhanalaxmi Roto Spinners Limited held on 30th September, 2023 from 11.30 A.M. to 11.57 A.M. through video conferencing (VC)/ other audio visual means (OVAM) and the following were duly considered and approved by the members:

1. Change in designation of Mr. Rajkumar Inani from the post of Managing Director to Whole Time Director
2. Change in designation of Mr. Narayan Inani from Whole Time Director to Managing Director
3. Re-appointment of Mr. Anirudh Inani as Whole-Time Director of the Company.
4. Appointment of Mr. Keshav Inani as Whole Time Director of the Company: Appointment letter of the same is attached in Annexure-A
5. Approve alteration of main objects and adoption of New Set of Memorandum of Association of the Company: Brief particulars are attached in Annexure-B
6. Adoption of New Set of Articles of Association of The Company.
7. Declaration of Dividend at 12.5% amounting to Rs. 1.25/- per equity share.

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)

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Annexure - A

Date:30/09/2023

To
Mr. Keshav Inani,
8-2-684/4/16, Kaushik Society,
Near Kanak Durga Temple Road No 12,
Banjara Hills, Khairatabad, Telangana, India-500034

Dear Sir

Sub: Acceptance of appointment as Whole Time Director of the Company

Ref: Consent Letter dated 25/08/2023

With reference to the above Captioned Subject we are glad to inform you that, Members of our company at the Annual General Meeting held on 30th day of September, 2023 have accepted your appointment as Whole Time Director of the Company on such terms and conditions as may be mutually decided by both the parties.

This is for your information and record.

Thanks and Regards

For Dhanalaxmi Roto Spinners Limited

Narayan Inani

(Narayan Inani)
Managing Director Cum CFO
DIN: 00525403

DHANALAXMI ROTO SPINNERS LTD.

ANNEXURE-B

Objects of the Company:

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, trademarks, 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.

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, dinning 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, 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:

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.