

# DALAL STREET INVESTMENTS LIMITED

## Annual Report-2013-14

### CORPORATE INFORMATION

BOARD OF DIRECTORS	MR.PAVANKUMAR SANWARMAL MRS.RITA PAVANKUMAR MR.SUDHIR SHANKAR BANDIWADEKAR
AUDITOR	A.K. NEVATIA & ASSOCIATES CHARTERED ACCOUNTANTS
BANKERS	KOTAK MAHINDRA BANK LIMITED
REGISTERED OFFICE	VISHNU SMRUTI APARTMENTS, 425/35, TMV COLONY, GULTEKADI, PUNE-411037. PHONE NO-24269194/24260598.
CORPORATE OFFICE	6C, SINDHU HOUSE, NANABHAI LANE, FLORA FOUNTAIN, FORT, MUMBAI-400001. PHONE NO-22047644/22047125.
REGISTRARS & SHARE TRANSFER AGENTS	UNIVERSAL CAPITAL SECURITIES PVT LTD 21/25, SHAKIL NIWAS, OPP.SATYA SAIBABA TEMPLE, MAHAKALI CAVES ROAD, ANDHERI (EAST), MUMBAI-400093. <a href="tel:+91(22)28207203-05/28257641">TEL:+91(22)28207203-05/28257641</a> . FAX: +91222820/7207. Email:info@unisec.in
CORPORATE INDENTITY NUMBER (CIN)	L65990PN1977PLC141282.

## NOTICE

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of the members of Dalal Street Investments Ltd will be held on Friday, 26<sup>th</sup> September, 2014 at 01.00 P.M at the Registered Office of the Company at Vishnu Smruti Apartment, 425/35, TMV Colony, Gultekadi, Pune-411037 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2014 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors there on.
2. To appoint a Director in place of Mr.Pavankumar Sanwarmal (DIN: 00321029), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to Pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Section-139,142 and other applicable provisions, if any, of the Companies Act, 2013 M/S **A.K. NEVATIA & ASSOCIATES**, Chartered Accountants (Firm Registration no-040403), be and are hereby re-appointed as Statutory Auditors of the Company to hold office for three consecutive years for a term upto the conclusion of fourty Annual General Meeting of the company in the calendar year 2017 (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined by the Board of directors.

### SPECIAL BUSINESS

4. 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 the Ordinary Resolution approved at the Annual General Meeting held on August 26, 2000 and pursuant to the provisions of Section 180(1) (c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) subject to such approvals, consents ,sactions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, the consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board”, which term shall include any committee Constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution) to borrow monies in excess of the aggregate of the paid-up share capital and free reserves of the Company, provided that the total amount borrowed and outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company’s Bankers in the ordinary course of business shall not be in excess of Rs 50,00,000,00(Fifty Crores).

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorized to do or cause to be done all such acts, matters, deeds and other things as it may in its absolute discretion deem fit, required or considered necessary or incidental thereto, for giving effect to the aforesaid resolution.”

5, To appoint Mr. Sudhir Shankar Bandiwadekar (DIN: 00323282) as an independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:

“RESOLVED THAT Mr. Sudhir Shankar Bandiwadekar (DIN: 00323282), who was appointed as an Additional Director of the Company with effect from August 11, 2014, by the Board of directors and who holds office up to the date of the forthcoming Annual General Meeting of the Company under Section 161 of the Companies Act, 2013 but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 along with prescribed deposit from a member proposing her candidature, for the office of Director of the Company.

“RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the Listing Agreement, Mr. Sudhir Shankar Bandiwadekar (DIN: 00323282), who has submitted a declaration that he meets the criteria for independence as provided under section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years with effect from the conclusion of this Annual General Meeting till the conclusion of the 42<sup>nd</sup> Annual General Meeting of the Company to be held in the calendar year 2019 not liable to retire by rotation.”

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

By order of the Board of Directors of  
DALAL STREET INVESTMENTS LTD

Sd/-  
DIRECTOR  
(PAVANKUMAR SANWARMAL)

Place: Mumbai  
Date: 11/08/2014.  
Registered office:  
Vishnu Smruti Apartments, 425/35,  
TMV Colony, Gultekadi, Pune-411037.  
CIN NO-L65990PN1977PLC141282.  
E-mail: [info@dsgroups.in](mailto:info@dsgroups.in)  
Website: [www.dsgroups.in](http://www.dsgroups.in)  
NOTES:

1, In terms of the provisions of section 105 of the Companies Act, 2013, Read with Rule 19 of the Companies (Management and Administration) Rules, 2014, A member entitled to attend and vote at the Annual General Meeting (The “Meeting”) is entitled to appoint a proxy to attend and vote instead of

himself/herself and the proxy need not be a member of the company. The Instrument appointing a proxy should, However, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A person can be a proxy for members not exceeding 50(fifty) and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person for any other person or shareholder. A proxy form for the meeting is enclosed.

2,Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting.

3, The Register of Members and Share Transfer Books shall remain closed from Friday, 19<sup>th</sup> September, 2014 to Friday, 26<sup>th</sup> September, 2014 (both days inclusive).

4, In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names, shall be entitled to vote.

5, Members holding shares in physical form are requested to kindly notify any change in their address (es) to the Company, so as to enable the Company to address future communications to their correct address (es).Members holding shares in electronic form are requested to notify any change in their address (es) to their respective Depository Participant.

6,In accordance with the provisions of Section-72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, Universal Capital Securities Pvt Ltd and have it duly filled and sent back to them.

7,Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m to 3.00 p.m upto the date of the Meeting.

8, The Securities and exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/Depository Participants as the case may be members holding shares in physical form should submit their PAN details to the Company/Registrar and share transfer Agents of the Company.

9, Members are requested to bring their Client ID and DP ID or folio Numbers, as may be applicable, at the meeting for easy identification at attendance.

10, Members desiring any information as regards to the Accounts are requested to write to the Company at an early date so as to enable the Management to reply at the meeting.

11, Members may address their queries/communications at [info@dsgroups.in](mailto:info@dsgroups.in),[investors@dsgroups.in](mailto:investors@dsgroups.in)

12, The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and Forms part of this Notice.

13, The Annual report of the Company circulated to the Members of the Company, will be made Available on the Company's website at [www.dsgrroups.in](http://www.dsgrroups.in).

14, Members are requested to kindly bring their copy of the Annual Report to the Meeting.

15, Voting through electronic means:

{I} In Compliance with provisions of Section-108 of the Companies Act, 2013 and Rule-20 of the companies (Management and Administration) Rules, 2014, the Company is pleased to provide members(including members who have sent physical documents) the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL):

**(A) In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "DALAL STREET INVESTMENTS LIMITED" from the drop down menu and click on "SUBMIT" (Note: EVSN of the Company is 140814018).
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and 8 digits of the Sequence number which is mentioned in address Label affixed on Annual Report, in the PAN field.</li><li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL</li></ul>

	letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “DALAL STREET INVESTMENTS LIMITED” on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**(B) In case of members receiving the physical copy of Notice of AGM :**

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

{II} The voting period begins at 10.00 a.m. on Saturday, 20th September, 2014 and ends at 6.00 p.m. on Monday, 22<sup>nd</sup> September, 2014. 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 22nd August, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

{III} In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

16, The Company has appointed Mr .Shiv Hari Jalan, Practising Company Secretary (COP No-4226), as a Scrutinizer for conducting the entire e-voting process in a fair and transparent manner.

17, The Scrutinizer shall within a period not exceeding (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman.

By order of the Board of Directors of  
DALAL STREET INVESTMENTS LTD  
Sd/-  
DIRECTOR  
(PAVANKUMAR SANWARMAL)

Place: Mumbai

Date: 11/08/2014.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURUANT TO SECTION 102 OF THE COMPANIES ACT,2013.

Item No.4

The Members of the Company at their Annual General Meeting held on August 26, 2000 approved, by way of an Ordinary Resolution under Section 293(1) (d) of the Companies Act, 1956, borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs 30, 00, 000,00 (Thirty Crores Only).

Section 180(1) (c) of the Companies Act, 2013 effective from September 12, 2013 requires that the Board of Directors shall not borrow monies in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained/to be obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by the way of a special resolution.

It is, therefor, necessary for the members to pass a Special resolution under Section 180(1) (c) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as set out at Item No.4 of the Notice, to enable the Board of Directors to borrow monies not exceeding Rs 50,00,000,00(Fifty Crores).

None of the Directors of the company and their relative is concerned or interested, financial or otherwise, in the resolution set out at item No.4.

Item No.5.

Mr.Sudhir Shankar Bandiwadekar is BSC (Tech) from Mumbai University and more than 25 years of experience in Technical & Commercial Field in Plastic Industries.

Mr.Sudhir Shankar Bandiwadekar has been appointed as an additional Director on 11<sup>th</sup> August, 2014 pursuant to Section-161 of Companies Act-2013, read with Article of the Association of the Company and holds office upto the date of the Thirty Seventh Annual General Meeting of the Company as provided under said article but is eligible for appointment.

Mr.Sudhir Shankar Bandiwadekar who hold the office as a Independent Director for 5(five) consecutive years for a term up to the conclusion of the 42nd Annual General Meeting of the Company to be held in the calendar year 2019.

The Securities and Exchange Board of India (SEBI) has amended Clause 49 of the listing Agreement inter alia stipulating the conditions for appointment of Independent Directors by listed Companies.

Section-149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors.



It is proposed to appoint Mr.Sudhir Shankar Bandiwadekar, as Independent Directors under Section-149 of the Act and Clause 49 of the listing Agreement to hold office for 5(five) consecutive years for a term up to the conclusion of the 42<sup>nd</sup> Annual General Meeting of the Company to be held in the calendar year 2019.

Mr.Sudhir Shankar Bandiwadekar are not disqualified from being appointed as Directors in terms of Section-164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from Mr.Sudhir Shankar Bandiwadekar who is a member of the company along with the deposit of requisite amount under section-160 of the Act proposing the candidatures for the office of the Directors of the Company.

The Company has also received declaration from Mr.Sudhir Shankar Bandiwadekar, that they meet with the criteria of independence as prescribed both under Section 149(6) of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr.Sudhir Shankar Bandiwadekar fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr.Sudhir Shankar Bandiwadekar are independent of the management.

Copy of the draft letters for respective appointments of Mr.Sudhir Shankar Bandiwadekar, as Independent Directors setting out the terms and conditions are available for inspection by members at the registered office of the Company.

Mr.Sudhir Shankar Bandiwadekar are interested in the resolutions set out respectively at item Nos. 5 of the Notice with regard to their respective appointments.

The relatives of Mr.Sudhir Shankar Bandiwadekar may be deemed to be interested in the resolutions set out respectively at Item Nos. 5 of the Notice, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in these resolutions.

By order of the Board of Directors of  
DALAL STREET INVESTMENTS LTD  
Sd/-  
DIRECTOR  
(PAVANKUMAR SANWARMAL)

Place: Mumbai  
Date: 11/08/2014.  
Registered office:  
Vishnu Smruti Apartments, 425/35,  
TMV Colony, Gultekadi, Pune-411037.  
CIN NO-L65990PN1977PLC141282.  
E-mail: [info@dsgroups.in](mailto:info@dsgroups.in)  
Website: [www.dsgroups.in](http://www.dsgroups.in)

## DALAL STREET INVESTMENTS LIMITED

Vishnu Smruti Apartment, 425/35, TMV Colony, Gultekadi, Pune, Maharashtra, 411037.

Tel no-Email Id:-info@dsgroups.in. Phone No-24269194/24260598.

CIN NO-L65990PN1977PLC141282.

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### **DIRECTOR'S REPORT TO THE SHAREHOLDERS**

**Dear Shareholders:**

Your Directors have pleasure in presenting the ANNUAL REPORT on the business and operations of the Company and Audited Statement of Accounts of the Company for the year ended 31<sup>st</sup> March, 2014.

#### **1 ) FINANCIAL RESULTS OF THE COMPANY ARE AS UNDER:**

	<b><u>CURRENT YEAR</u></b>	<b><u>PREVIOUS YEAR</u></b>
	<b><u>RS.</u></b>	<b><u>RS.</u></b>
Profit/(Loss) for the year after meeting all charges and expenses but before provision for taxation	(9,65,681)	37,79,005
Less: Provision for tax	--	(5,00,000)
Add: B/f (Loss) from previous year	(16,98,81,518)	(17,31,60,523)
Add: Excess provision written back	--	--
<b>Available for appropriation</b>	<b>(17,08,47,200)</b>	<b>(16,98,81,518)</b>
Proposed Dividend	--	--
Corporate Dividend Tax	--	--
Transfer to General Reserve	--	--
Account to be carried forward to next year	<b>(17,08,47,200)</b>	<b>(16,98,81,518)</b>