

DWEKAM INDUSTRIES LIMITED

(CIN:L21015GJ1980PLC097420)

ANNUAL REPORT

2016-17

REGISTERED OFFICE

**B-1006, Nar-Narayan Complex, Near Swastik Cross
Road, Navrangpura, Ahmedabad-380009.**

Board of Directors

Nirav B. Shah #
Mayur Manubhai Shah
Ritu Rahul Mehta*
Alpesh Kantibhai Jadav**
Shilpa J. Solanki***
Devin j. Gohil@
Pooja Kumari****

Chairman & Director
Non-Executive Independent Director
Non-Executive Independent Director
Executive Director
Non-Executive Independent Director
Executive Director
Non-Executive Independent Director

Appointed w.e.f. 07/09/2017
*** Resigned w.e.f. 31/05/2017**
**** Resigned w.e.f. 17/07/2017**
***** Resigned w.e.f. 07/09/2017**
@ Resigned w.e.f. 07/09/2017
****** Appointed w.e.f. 07/09/2017**

AUDITORS

Vishves A. Shah & Co.
Chartered Accountants
316, Abhishek Plaza, B/h Navgujarat College,
Income-Tax, Ahmedabad-380009.

Registered Office

B-1006, Nar-Narayan Complex, Near Swastik Char Rasta,
Navrangpura, Ahmedabad – 380 009

NOTICE

Notice is hereby given that the 37th Annual General Meeting of the Members of Dwekam Industries Limited will be held on Friday, the 29th September, 2017 at 11:00 A.M. at the Registered office of the Company at B-1006, Nar-Narayan Complex near Swastik Cross Road, Navrangpura , Ahmedabad - 380009.

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on 31st March 2017, together with the Reports of Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Nirav B. Shah, who retires by rotation, and being eligible offers him for re-appointment.
3. To ratify the appointment of auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

“RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the AGM appointment of M/s Vishves A. Shah & Co., Chartered Accountants (Firm Registration No. 121356W) as the auditors of the Company to hold office till the conclusion of the AGM to be held in the calendar year 2018 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2018 as may be determined by the audit committee in consultation with the auditors, plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

Special Business

4. TO APPOINT MR. NIRAV B. SHAH (DIN: 07034868) AS AN EXECUTIVE DIRECTOR:-

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

“**RESOLVED THAT** pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, **Mr. NIRAN B. SHAH (DIN: 07034868)**, who was appointed as an Additional Director of the Company by the

Board of Directors w.e.f. 07/08/2017 and who holds office up to the date of this Annual General meeting), who has submitted a declaration that he meets the criteria and he is eligible for appointment, be and is hereby appointed as an Executive Director of the Company to hold office for a period of three consecutive years whose period of office shall be liable to retired by Rotation.”

5. CHANGE OF NAME OF THE COMPANY::-

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

“RESOLVED THAT pursuant to the provisions of Section 4,13,14,15 and all other applicable provisions, if any, of the Companies Act,2013, read with applicable Rules and Regulations framed there under (including any statutory modification(s) or reenactment(s)thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), the provisions of the Memorandum and Articles of Association of the Company and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities/departments as may be necessary, consent of the members of the Company be and is hereby accorded for changing the name of the Company from “Dwekam Industries Limited” to “MERSEY INDUSTRIES LIMITED “and/or any other name approved by the Registrar of Companies.”

RESOLVED FURTHER THAT upon receipt of fresh Certificate of Incorporation consequent upon change of name, the old name, i.e. "Dwekam Industries Limited" be substituted with the new name, i.e. " MERSEY INDUSTRIES LIMITED “and/or any other name approved by the Registrar of Companies" in the Memorandum and Articles of Association of the Company, other necessary documents and at all other places wherever appearing.

RESOLVED FURTHER THAT any one of the Director and/or Company Secretary of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar Of Companies (ROC) and to settle and finalize all issues that may arise in this regard in order to give effect to the abovementioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

6. CONSOLIDATION OF SHARE CAPITAL OF THE COMPANY:

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

“RESOLVED THAT, pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with the Articles of Association of the Company all the 5,00,00,000 equity shares from Rs. 1 (Rupee One only) each of the Company be and are hereby consolidated into 50,00,000 equity shares of Rs. 10 (Rupee Ten only) each.

RESOLVED FURTHER THAT all the present share Holders holding in all 5,00,00,000 issued , subscribed and fully paid equity shares of Rs. 1 (Rupee One only) each be issued, in lieu of their present Share Holding, the Number of fully paid consolidated equity shares of Rs. 10 (Rupee Ten only) each of the aggregate value to the amount paid by each share holders on his/her existing fully paid equity shares of Rs. 1 (Rupee one only) each.

RESOLVED FURTHER THAT the any of the Directors of the Company be and is hereby authorized to take all the necessary steps for giving effect the forgoing resolution, including recall of the existing share certificate, issue of new share certificates in lieu of the existing issued share certificate in terms of the forgoing resolution and in accordance with the applicable provisions of the Companies Act, 2013.”

7. APPROVAL FOR ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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 Sections 13 and 61 and 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) and subject to such other approval(s) from the concerned Statutory Authority (ies), Clause V of the Memorandum of Association of the Company be and is hereby altered and substituted by the following

V. The Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores only) divided into 50,00,000 (Fifty Lakh only) Equity Shares of Rs. 10/- (Rupees Ten only) each” .

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with the appropriate authorities and to execute all such deeds, documents, instruments and writings as it may in its sole and absolute discretion deem necessary or expedient and to settle any question, difficulty or doubt that may arise in regard thereto and to delegate all or any of its powers herein conferred to its Directors, Company Secretary or any other officer(s) of the Company.”

8. APPOINT OF MS. POOJA KUMARI (DIN: 07147312) AS AN INDEPENDENT DIRECTOR.

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

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made there under read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, Ms. Pooja Kumari (DIN: 07147312), who was appointed as an Independent Director of the Company by the Board of Directors w.e.f. 07/09/2017 and who holds office up to the date of this Annual General meeting), who has submitted a declaration that she meets the

criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company to hold office for a period of five consecutive years whose period of office shall not be liable to retired by Rotation

**By Order of the Board of Directors
For, Dwekam Industries Limited**

**Nirav B. Shah
Director
DIN: 07034868
Date: 08/09/2017**

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NOTES:

1. The relevant Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013, in respect of Special Business set out in item Nos. 4 to 8 at the meeting, is annexed hereto.
2. 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 and the proxy need not be a member of the Company. The instrument appointing the 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 act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intended to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members/Proxy holders are requested to bring their copy of Notice and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday 23th September, 2017 to Friday 29th September, 2017 (both days inclusive).
6. The Shareholders are requested to notify their change of address immediately to the Registrars & Transfer Agent M/s. Purva Sharegistry (India) Pvt. Ltd. The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their Demat accounts. Members holding shares in physical form should submit their PAN to the Company.
8. Members intending to seek explanation /clarification about the Accounts at the Annual General Meeting are requested to inform the Company at least a week in advance of their intention to do so, so that relevant information may be made available, if the Chairman permits such information to be furnished.
9. To promote green initiative, members are requested to register their e-mail addresses through their Depository Participants for sending the future communications by e-mail.
10. PROCESS FOR MEMBERS OPTING FOR E-VOTING

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- i. In compliance with the provisions of Section 108 of the companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendments Rules, 2015, the Company is pleased to offer the facility of voting through electronic means and the business set out in the Notice above may be transacted through such electronic voting. The facility of voting through electronic means is provided through the e-voting platform of CDSL.
- ii. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut –off date i.e 22nd September, 2017 shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- iii. The remote e-voting will commence on Tuesday 26th September, 2017 at 10.00 am and will ends on Thursday, 28th September, and 2017 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- iv. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- v. The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.
- vi. The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the company as on the Cut-off date i.e 22nd September, 2017.
- vii. The Company has appointed Ms. Pooja Gwalani, Practicing Company Secretary (Membership No. 29004, COP No. 13876) to act as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner.
- viii. The Procedure and instructions for remote e-voting are as follows:
 - (i) The Shareholders should log on to the e-voting website [www. evotingindia.com](http://www.evotingindia.com)
 - (ii) Click on Shareholders.
 - (iii) 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.

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- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) 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">Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address slip (affixed on a Annual Report).
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">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 as mentioned in instruction (iv).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on EVSN of the Company.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 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.
- xi. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- X. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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

As required under Section 102 of the Companies Act, 2013, set out all material facts relating to the business under Item Nos. 4 to 7 of the accompanying Notice dated **08/09/2017**

ITEM No. 4:

Mr. Nirav B. Shah (DIN: 07034868), who was appointed as an Additional Director of the Company w.e.f. 07/09/2017 pursuant to the provisions of Section 161 and other applicable provisions, if any of the Companies Act, 2013, holds office up to the date of this Annual General Meeting of the Company or the last date on which the Annual General Meeting should have been held, whichever is earlier and is eligible for appointment.

In compliance with the provisions of Section 149 Act, the appointment of the above Director as an Executive Director is now being placed before the Members for their approval.

Mr. Niran B. Shah (DIN: 07034868), has furnished consent / declaration for his appointment as required under Companies Act, 2013 and the Rules there under.