

Board of Directors

1. Shri Sunil Agrawal
2. Shri Sharad Mehta
3. Shri S.N. Rath
4. Shri Pradeep Gupta
5. Shri Ankit Dinu Bhai Patel
6. Shri Anand Khot
7. Shri Sagar Jain

Managing Director
Director
Director
Non Executive, Independent Director
Non Executive, Independent Director
Non Executive, Independent Director
Non Executive, Independent Director

Auditors

M/s Nahar V. & Co.,
Chartered Accountants
12, Bajaj Khana, Jaora Dist. Ratlam

Registered Office:

“Dazzle House” B-24,
Malviya Nagar, Jaipur – 302017
Tel.: +91-141-3247425, 9829187021
Website – www.dazzleconfindive.com
Email – dazzle_confindive@reddifmail.com.

Corporate Office:

“Dazzel Point”
CM-1, Basant Vihar,
Near Shanti Niketan Gate,
A.B. Raod,
Indore (M.P.) 452001
Tel.: 91-731-4068461

Registrar & Transfer Agent:

Alankit Assignments Ltd.
2/E-A, Jhandewalan Extn.,
Opp. Hot & Shot Restaurant
New Delhi – 110055
Tel.: 91-11-23546001, 23610220

NOTICE is hereby given that Nineteenth Annual General Meeting of the Members of the Company will be held at the registered Office of the company at “Dazzle House” B-24, Malviya Nagar, Jaipur (Raj.) on Monday, the 26th September 2011, at 10.30 A.M. to transact the following business:

AS ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit & Loss Account the Company for the year ended on that date together with the Auditors and Director’s Report thereon.
2. To appoint Director in place of Shri Satya Narayan Rathi, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Director in place of Shri Sharad Mehta, who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and if thought fit to pass a resolution for re-appointment of the Auditors M/S Nahar V. & Company, Chartered Accountants, who retire at the Annual General Meeting and being eligible offer themselves for re-appointment.

AS SPECIAL BUSINESS:

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

To appoint Shri Pradeep Gupta as Director of the Company, who was appointed as a Non Executive, Independent, Additional Director and vacates office u/s 260 of the Companies Act 1956 and if deemed fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT Shri Pradeep Gupta be and is hereby appointed as a Director of the Company”.

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

To appoint Shri Ankit Dinu Bhai Patel as Director of the Company, who was appointed as Non Executive, Independent, Additional Director and vacates office u/s 260 of the Companies Act 1956 and if deemed fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT Shri Ankit Dinu Bhai Patel be and is hereby appointed as a Director of the Company”.

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

To appoint Shri Anand Khot as Director of the Company, who was appointed as Non Executive, Independent, Additional Director and vacates office u/s 260 of the Companies Act 1956 and if deemed fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT Shri Anand Khot be and is hereby appointed as a Director of the Company”.

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

To appoint Shri Sagar Jain as Director of the Company, who was appointed as Non Executive, Independent, Additional Director and vacates office u/s 260 of the Companies Act 1956 and if deemed fit, to pass the following resolution as an ordinary resolution:

“RESOLVED THAT Shri Sagar Jain be and is hereby appointed as a Director of the Company”.

**BY ORDERS OF THE BOARD
DAZZEL CONFINDIVE LIMITED**

**Place: Jaipur
Dated: 20.08.2011**

**Sunil Agarwal
Managing Director**

NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT 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. PROXIES IN ORDER TO BE VALID MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and the Share Transfer Books shall remain closed from Tuesday the 20th Sept., 2011 to Monday the 26th Sept., 2011 (both days inclusive)
3. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 A.M.to 1.00 P.M.

4. Any query relating to accounts or any other items of business set out in the Agenda of the meeting must be sent to the Company's Registered Office at "Dazzle House" B-24, Malviya Nagar, Jaipur (Raj.) at least seven days before the date of the Meeting.
5. Members or their respective proxies are requested to bring copies of Annual Report sent to the Members as copies of Annual Report shall not be distributed at the Annual General Meeting.
6. Members are requested to inform immediately any change in their address to the Company's Share Transfer Agents.
7. All communications relating to shares are to be addressed to the Company's Share Transfer Agents M/s Alankit Assignments Limited, 2/EA, Jhandewalan Extn., Opp. Hot & Shot Restaurant, New Delhi-110055
8. As the members are aware your company's shares are tradable compulsory in electronic form and in view of the numerous advantages offered by the Depository System, members are requested to avail of the facility of dematerialization.
9. Relevant Details, in terms of Clause 49 of the Listing Agreement, in respect of **Directors retiring by rotation and proposed to be re-appointed** are as under:

1. Shri Satya Narayan Rathi

Shri Satya Narayan Rathi, Executive, Non-Independent Director, is existing Director of the Company, retiring at ensuing AGM by rotation and eligible for re-appointment. He is also member of Shareholders Grievance Committee. Looking his experience and knowledge into the Industry company recommend his re-appointment as director.

2. Shri Sharad Mehta

Shri Sharad Mehta, Non-Executive, Independent Director, is existing Director of the Company, retiring at ensuing AGM by rotation and eligible for re-appointment. He is also member of Audit Committee and Shareholders Grievance Committee. Looking his experience and knowledge into the Industry company recommend his re-appointment as director.

EXPLANATORY STATEMENT

Following Explanatory Statement, pursuant to the provisions of Section 173(2) of the Companies Act, 1956 sets out the material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 5

The Company has received notice in writing along with a deposit of Rs. 500 from a member of the Company, in terms of Section 257 of the Companies Act, 1956,

signifying his intention to propose the candidature of Shri Pradeep Gupta who was appointed by Board till the ensuing AGM as Non Executive, Independent, Additional Director and vacates office u/s 260 of the Companies Act 1956, as the Director of the Company at the ensuing Annual General Meeting.

Shri Pradeep Gupta, Son of Shri Prahlad Das Gupta, born on 24.02.1963, resident of E, 14, Riddhi Siddhi Vihar, Khajrana Road, Indore, is a commerce graduate and he is property dealer. He has joined the Company as Non Executive, Independent, Additional Director w. e. f. 14.12.2010 and hold his office upto the date of ensuing Annual General Meeting, Board recommends his appointment as director of the Company. He is Chairman of Audit Committee and Shareholders Grievance Committee and Member of Remuneration Committee w.e.f. 14.12.2010.

Item No. 6

The Company has received notice in writing along with a deposit of Rs. 500 from a member of the Company, in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri Ankit Dinu Bhai Patel who was appointed by Board till the ensuing AGM as Non Executive, Independent, Additional Director and vacates office u/s 260 of the Companies Act 1956, as the Director of the Company at the ensuing Annual General Meeting

Shri Ankit Dinu Bhai Patel, Son of Shri Dinu Bhai Patel, born on 22.04.1985, resident of F-2, Bhakhtaber Ram Nagar, Near Ajit & Ajay Club, Indore, is a commerce graduate and MBA. He has expertise knowledge and experience in finance and marketing field. He has joined the Company as Non Executive, Independent, Additional Director w. e. f. 14.12.2010 and hold his office upto the date of ensuing Annual General Meeting, Board recommends his appointment as director of the Company. He is Member of Audit Committee and Chairman of Remuneration Committee w.e.f. 14.12.2010.

Item No. 7

The Company has received notice in writing along with a deposit of Rs. 500 from a member of the Company, in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri Anand Khot Patel who was appointed by Board till the ensuing AGM as Non Executive, Independent, Additional Director and vacates office u/s 260 of the Companies Act 1956, as the Director of the Company at the ensuing Annual General Meeting

Shri Anand Khot, Son of Shri Sudhir Khot, born on 26.04.1971, resident of 16-A, G/F Pocket A, Siddharth Ext., New Dehli, is an Interior Designer. He has expertise knowledge and experience in marketing field. He has joined the Company as Non Executive, Independent, Additional Director w. e. f. 14.05.2011 and hold his office upto the date of next ensuing Annual General Meeting, Board recommends his appointment as director of the Company.

Item No. 8

The Company has received notice in writing along with a deposit of Rs. 500 from a member of the Company, in terms of Section 257 of the Companies Act, 1956, signifying his intention to propose the candidature of Shri Sagar Jain who was appointed by Board till the ensuing AGM as Non Executive, Independent, Additional Director and vacates office u/s 260 of the Companies Act 1956, as the Director of the Company at the ensuing Annual General Meeting

Shri Sagar Jain, Son of Shri Raj Kumar Jain, born on 16.06.1983, resident of 38, Clerk Colony, Indore, is MBA in Finance. He has expertise knowledge and experience in finance field. He has joined the Company as Non Executive, Independent, Additional Director w. e. f. 14.05.2011 and hold his office upto the date of next ensuing Annual General Meeting, Board recommends his appointment as director of the Company.

To,
The Members,
Dazzle Confindive Limited
Jaipur

The Directors of your company are pleased to presenting the Directors Report together with the Audited Accounts and Report on Corporate Governance of the Company for the year ended 31st March, 2011.

FINANCIAL RESULTS

	(Rs. In lacs)	
	Year ended 31.03.2011	Year ended 31.03. 2010
Income from operation	310,325,327	63,036,978
Profit/loss before providing Depreciation and Interest	1,074,395	585,276
Less: Depreciation	223,126	123,400
Interest	49,384	103,027
Profit/loss Before Taxation	801,885	358,849
Less: Provision for Taxation	120,000	100,000
Deferred Tax Liability	56,791	2,233
Profit /Loss after Taxation	625,094	256,616

WORKING PERFORMANCE REVIEW:

During the financial year incomes of the company is increased from Rs 630.37 Lacs to Rs. 3103.25 Lacs and resulting increase in net profit from Rs. 2.57 Lacs to Rs. 6.25 Lacs. Your Directors are confident and trying hard to increase the profitability during the current financial year with dedicated efforts of the management.

During the Financial Year 2010-2011, Company has issued 89,00,000 convertible warrants of Rs. 10/- each on preferential basis at par, after obtaining in-principal approval for the Bombay Stock Exchange Ltd. And the same has been converted into 89,00,000 Equity Shares of the Company in the month of August 2010.

DIVIDEND:

To conserve the resources of the Company, especially in view of the new project of the Company and to ensure better long term results your Directors are of the opinion to plough back the entire profits and do not recommend dividend.

DIRECTORS:

Shri Satya Narayan Rathi and **Shri Sharad Mehta**, Directors of the Company would retire by rotation at the forthcoming Annual General Meeting of the Company. Proposals for their reappointment have been included in the Notice of Annual General Meeting for your approval.

During the financial year 2010-2011 **Shri Pradeep Gupta** and **Shri Ankit Dinu Bhai Patel**, appointed as Non Executive, Independent, Additional Directors of the Company upto the date of ensuing Annual General Meeting. Proposals for their appointment as Director of the Company have been included in the Notice of Annual General Meeting for your approval.

Further, Shri Anand Khot and Shri Sagar Jain have been appointed as Non Executive, Independent, Additional Director w. e. f. 14.05.2011 and they would vacate their office in ensuing Annual General Meeting of the Company. Proposals for their appointment as Director of the Company have been included in the Notice of Annual General Meeting for your approval. And resignation of Smt. Asha Chhajed has been accepted w. e. f. 14.05.2011

DEPOSITS:

The Company has neither accepted nor invited any deposit from the public and hence directives issued by Reserve Bank of India and the provisions of section 58A and 58AA of the Companies Act, 1956 and rules framed there under are not applicable for the year

PARTICULARS OF EMPLOYEES:

Particulars of the employees, pursuant to Section 217 (2A) of the companies Act, 1956 read with the Companies (Particulars of the Employees) Rules 1975 is nil, as none of the employee has received remuneration of Rs. 2.00 Lacs per month or Rs. 24.00 Lacs per year or more.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING & OUTGO:

Particulars with respect to conservation of energy, technology absorption pursuant to Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of Directors) Rules, 1988 for the year ended 31st March, 2011 are annexed and form an integral part of this report.

Further, Company has not earned any foreign exchange for the year and foreign exchange outgo is NIL.

AUDITORS REPORT:

The observations of Auditors and Notes on Accounts are self-explanatory and needs no comments or explanation.

AUDITORS:

M/s Nahar V. & Company, Chartered Accountants, auditors retiring at the ensuing Annual General Meeting, being eligible offers themselves for re-appointment.

CORPORATE GOVERNANCE

Report on Corporate Governance and Management Discussion and Analysis Report, in terms of Clause 49 of the Listing Agreement are annexed and form part of this Annual Report. A certificate from the Auditors conferment compliance with the conditions of Corporate Governance is also annexed.

EMPLOYEES RELATIONS

Employees relation continued to be cordial throughout the year. Your Directors wish to place on record their sincere appreciation for the excellent spirit with which the entire team of the Company worked at all sites and other offices and achieved commendable progress.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, the Directors, based on representation received from the operating management and after due enquiry, confirm in respect of the audited financial accounts for the year ended March 31, 2010:

1. That in preparation of the annual accounts, the applicable accounting standards had been followed and that there were no material departures.
2. That the Directors had, in consultation with the Statutory Auditors, 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 for the year ended March 31, 2011 and the profit and loss Account of the Company for that period..
3. That the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. That the Directors had prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for and gratitude to the Bankers of the Company for their valuable support and co-operation.

Your directors also wish to place on record their appreciation of the wholehearted and continued support extended by the shareholders and investors, which had always been a source of strength for the Company.

For & On Behalf of the Board

Dated: 20.08.2011

CHAIRMAN