

**DAZZEL CONFINDIVE LTD.****BOARD OF DIRECTORS**

SUNIL AGRAWAL	:	Managing Director
SHARAD MEHTA	:	Non Exe. Ind. Dir.
SHEETAL AGRAWAL	:	Non Exe. Ind. Dir.
AMUL VIJAYVERGIYA	:	Non Exe. Ind. Dir.
ATUL VIJAYVARGIYA	:	Director & CFO
AYUSH GORANI	:	Director

**REGISTERED OFFICE:**

SBG-4, OFFICE NO. 10, BEHIND AIR INDIA,  
NEHRU PALACE, LAL KOTHI, TONK ROAD,  
JAIPUR(RAJ)-302016  
Website – [www.dazzleconfindive.com](http://www.dazzleconfindive.com)  
Email – [dazzle\\_confindive@rediffmail.com](mailto:dazzle_confindive@rediffmail.com)

**ANNUAL GENERAL MEETING**

Day : Friday  
Date : Sept. 30, 2016  
Time : 11.00 a.m.

**CORPORATE OFFICE :**

“Dazzel Point” CM-1, Basant Vihar,  
Near Shanti Niketan Gate,  
A.B.Road, Indore(MP)-452001  
Tel – 91-0731-2912510

**BOOK CLOSURE**

26-09-2016 to 30-09-2016  
(Both days inclusive)

**AUDITORS**

Nahar V. & Co.,  
Chartered Accountants,  
12, Bajaj Khana, Jaora, Dist-Ratlam(MP)

**REGISTRAR**

Alankit Assignments Ltd.  
2/E-A, Jhandewalan Extn.,  
Opp. Hot & Shot Restaurant,  
New Delhi-110055  
Tel : 91-011-23546001, 23610220  
Email Id : [info@alankit.com](mailto:info@alankit.com),  
[rta@alankit.com](mailto:rta@alankit.com)

**NOTICE**

NOTICE is hereby given that the Annual General Meeting of the members of Dazzel Confindive Ltd., Jaipur, will be held at the Registered office of the company on Friday, 30th September 2016 at 11.00 A.M. to transact the following business:-

**ORDINARY BUSINESS**

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2016 and the P&L a/c. for the year ended that date together with the Reports of Auditor's and Director's thereon.
2. To appoint a Director in place of SUNIL AGRAWAL (DIN- 01631197), who retires by rotation and being eligible, offers for re-appointment. The said reappointment would not be deemed a break in his tenure as M.D. of the company.
3. 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 Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) The appointment of M/s NAHAR V & COMPANY, Chartered Accountants (FIRM REG. NO. 010443C) as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 26<sup>TH</sup> Annual General Meeting to be held in year 2018, be and are hereby ratified on such remuneration as may be fixed by the Board."

**SPECIAL BUSINESS**

4. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Reg. 17 and Reg. 25 of the SEBI(LODR), 2015, SHEETAL AGRAWAL (Din : 00456785) and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2021, not liable to retire by rotation."

5. 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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Reg. 17 and Reg. 25 of the SEBI(LODR), 2015, AMUL VIJAYVARGIYA (Din : 06682576) , and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years for a term up to March 31, 2021, not liable to retire by rotation.”

6. 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 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) AYUSH GORANI (Din : 07355755) , and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.”

Place : JAIPUR  
Date : 01/09/2016

By order of the Board  
SD/-  
(SUNIL AGRAWAL)  
Chairman

**Notes:-**

- **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business is annexed herewith.
- Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Monday 26<sup>th</sup> Day of September, 2016 to Friday 30<sup>th</sup> Day of September, 2016 (both days inclusive) for the purpose of Annual General Meeting.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R& STA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.
- Additional information pursuant to Regulation 36(3) of SEBI(LODR), 2015 in respect of the Directors seeking re-appointment at the AGM is furnished and forms a part of the Notice.
- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2015-2016 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2016 is being sent in the permitted mode. Members who do not yet registered their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demate mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- Documents referred in the notice and the explanatory statement, if any will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, upto the date of the ensuing annual general meeting.

- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio/DPID number in all their correspondence.
  - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - e) Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- As per the requirement of the Regulation 46 of the SEBI(LODR,2015), the Company is updating information on its website [www.dazzelconfindive.com](http://www.dazzelconfindive.com). This portal contains along with business information, quarterly unaudited results, Annual Report containing Notice, Directors Report, Auditors Report, Balance sheet and Profit & Loss Account, quarterly shareholding pattern, contact detail of the Compliance Officer for communicating investor grievances.
- The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- Members are requested to send their queries relating to accounts and operations to the Company Secretary, if any at least 7 days in advance so that the information can be made available at the meeting.
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for their doing needful.

Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at M/s M/S. ALANKIT ASSIGNMENTS LTD., NEW DELHI

- The Company has designated an exclusive email ID [dazzel\\_confindive@rediffmail.com](mailto:dazzel_confindive@rediffmail.com) which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.

- The company has not offered the facility of e-voting as mandated u/s 108 of the Co.Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as amended by MCA vide its notification dated March 19, 2016 and as per the Regulation 44 of the SEBI(LODR),2015 and the voting will take place at the Annual General Meeting only.

Place : JAIPUR  
Date : 01/09/2016

By order of the Board  
SD/-  
(SUNIL AGRAWAL)  
Chairman

**Additional Information of Directors seeking re-appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI(LODR), 2015 :**

<b>Name of Directors</b>	<b>SUNIL AGRAWAL (Din -01631197)</b>
Date of Birth	15/06/1970
Date of Appointment	06/08/2005
Expertise / Experience in specific functional areas	Experience in Corporate Affairs & Accounting & Taxation
Qualification	GRADUATE
No. & % of Equity Shares held in the Company	NIL
List of outside Company's directorship held	1. SUNIL SHARES AND STOCKS PVT.LTD. 2. SHREE CHARBHUJA COMMODITIES PVT.LTD. 3. CONCEPT 2 WIN INFOTECH PVT.LTD.
Chairman / Member of the Committees of the Board of Directors of the Company	MEMBER OF ALL COMMITTEES
Salary or Sitting fees paid	220000/-

Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	N.A.
Relationship between directors inter-se	SHEETAL AGRAWAL, DIRECTOR OF THE COMPANY IS RELATIVE TO SUNIL AGRAWAL

**EXPLANATORY STATEMENT**  
[Pursuant to Section 102 of the Companies Act, 2013]

**ITEM NO. 4 & 5**

Sheet Agrawal ( Din - 00456785) and Amul Vijayvargiya (Din – 06682576) – both are already directors of the company.

The Company has received notice in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing their candidatures for the office of Independent Director of the Company.

The Securities and Exchange Board of India (SEBI) through Reg. 17 & 25 of SEBI(LODR), 2015 has stipulated the conditions for the appointment of independent directors by a listed company.

It is proposed to appoint both as Independent Directors under Section 149 of the Act and Reg. 17 & 25 of SEBI(LODR), 2015 to hold office for 5 (five) consecutive years for a term up to March 31, 2021.

The Company has also received declarations from all appointees that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Reg. 25 of SEBI(LODR), 2015

In the opinion of the Board, all appointees fulfill the conditions for appointment as Independent Directors as specified in the Act and Reg. 25 of SEBI(LODR), 2015

Brief resume of all appointee, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Reg. 17 & 25 of SEBI(LODR), 2015 are provided in the Corporate Governance Report forming part of the Annual Report.

Copy of the draft letters for respective appointments of all appointee as Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company. This Statement may also be regarded as a disclosure under Reg. 36(3) of SEBI(LODR), 2015

All are interested in the resolution set out at Item No. 4 & 5 of the Notice with regard to their respective appointments.

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 this resolution except Sunil

Agrawal, MD of the Company who has relationship with Sheetal Agrawal. The Board commends the Ordinary Resolutions set out at Item No. 4 & 5 the Notice for approval by the shareholders.

**ITEM NO. 6**

Ayush Gorani (Din – 07355755) was appointed by the Board of director of the Company as an Additional Directors of the Company w.e.f. 09/06/2016 pursuant to the relevant provisions of the Companies Act, 2013 and under the Articles of the Article of Association of the company and he holds such office only upto the date of this Annual General Meeting.

He is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from member alongwith the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of Director of the Company.

Brief resume of appointee, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Reg. 36(3) of SEBI(LODR),2015, are provided in the Corporate Governance Report forming part of the Annual Report.

He is interested in the resolution set out at Item No. 6 of the Notice with regard to his appointment.

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 this resolution.

The Board commends the Ordinary Resolutions set out at Item No. 6 of the Notice for approval by the shareholders.

Place : JAIPUR  
Date : 01/09/2016

By order of the Board  
SD/-  
(SUNIL AGRAWAL)  
Chairman



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2016.

### FINANCIAL RESULTS

Your Company financial performance during the year 2015-16 is summarized below:

(Amt. in Rs.)

Particulars	Year 2015-2016	Year 2014-2015
TOTAL REVENUE	14697624	9133500
TOTAL EXPENDITURE	14815746	9290699
Profit Before Tax	-118122	-157199
Less: Taxation	-72353	-9755
Profit After Tax	-45769	-166954

### OPERATIONS

The Company performed satisfactorily as compared to last year.

### SHARE CAPITAL

During the year under review, the Company, neither increased nor decreased its Equity.

### REVISION IN FIN. STATEMENTS OR BOARD'S REPORT U/S 131(1) OF THE CO. ACT, 2013

In terms of Section 131 of the Companies Act, 2013, the Financial Statements and Board's Report are in compliance with the provisions of Section 129 or Section 134 of the Companies Act, 2013 and that no revision has been made during any of the three preceding financial years.

### DIVIDEND

Your Directors do not recommend any dividend on equity shares for the year ended March 31, 2016.

### PUBLIC DEPOSITS

The Company has not invited any deposits from the public within the provisions of Chapter V of the Companies Act, 2013 (hereinafter "the Act" and any reference of section pertains to sections of this Act in this Annual Report unless stated otherwise) read with the Companies (Acceptance of Deposits) Rules, 2014.

### PERFORMANCE AND FINANCIAL POSITION OF SUBSIDIARY AND ASSOCIATE COMPANIES:

As per Sections 2(87) and 2(6) of the Companies Act, 2013 and as on date, the Company neither has any Subsidiary Company nor any Associate Company and hence, do not call for any disclosure under this head.

## **AUDITORS**

M/s. NAHAR V & CO., Chartered Accountants, Statutory Auditors of the Company, were appointed in 23<sup>rd</sup> AGM until the conclusion of 26<sup>th</sup> AGM (subject of ratification of the appointment by the members at every AGM held after this AGM) in terms of the provisions of section 139 of Co.Act,2013.

The Company has received confirmation from M/s Nahar V. & Co., to the effect that they fulfill the eligibility criteria as prescribed u/s 139 and 141 of the Co.Act,2013. Your Directors recommend ratification of appointment of M/s. NAHAR V & CO., Chartered Accountants, (FRN 133653W) as the Statutory Auditors of the Company at the ensuing AGM.

There is no audit qualification or observation on the financial statements by the statutory auditors for the year under review.

## **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made there under, M/s Ramesh Chandra Bagdi & Associates,Indore, Company Secretaries in Whole-time practice was appointed to conduct Secretarial Audit for the year ended 31st March, 2016.

M/s Ramesh Chandra Bagdi, Practising Company Secretaries has submitted Qualified Report on the Secretarial Audit forms a part of this report as **ANNEXURE-A**.

## **CLARIFICATION ON OBSERVATIONS BY THE SECRETARIAL AUDITOR**

The board of directors hereby provides clarification on the observations that all violations are due to poor financial condition of the company. As and when, the financial condition of the company will improve, the required payment and appointment will be made. However, the management of the company is being carried out under the supervision of the professional Board and is consistently trying to comply with all required compliances and achieve the targets.

## **INTERNAL AUDITORS**

Pursuant to Section 138 of the Companies Act, 2013 and Rule 13 of The Companies (Accounts) Rules, 2015, the Board of Directors of the Company is under process to appoint internal auditors. However, in the opinion of the Board and size of the company, it is not necessary to appoint internal auditor.

## **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return in Form MGT - 9, as provided under Section 92 (3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2015 is annexed hereto as **ANNEXURE-B** with this report and shall form part of the Board's Report.

## **NUMBER OF MEETINGS OF THE BOARD AND COMMITTEES THEREOF**

During the year under review various meetings of the Board of Directors and Committees was held for various purposes which were in compliance with the provisions of the Companies Act, 2013, rules made there under and Regulations of SEBI(LODR),2015. Further the details of such meetings of the Board and Committees thereof are mentioned in the Report on Corporate