

DECCAN BEARINGS LIMITED

29TH
ANNUAL REPORT
2013-14

Board of Directors	MR.KIRAN N.VORA MR.BARUKH W.CHRISTIAN MR.RAJEEV D.SHENVI MR.ABHAY V.KOTHARI
Auditors	M/S.D.V.VORA & CO. Chartered Accountants 36, Bhangwadi Shoppin Arcade, Kalbadevi Road, Mumbai 400 002
Bankers	STATE BANK OF INDIA
Registered Office	315/321, Prospect Chambers, 2nd Floor, Dr.D.N.Road, Fort, Mumbai 400 001
Works	Survey No.209,Near Kirti Orni, Veraval (Shapar), Tal: Kotdasangani, Dist: Rajkot, Gujarat.
CIN NO.	L29130MH1985PLC035747

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DECCAN BEARINGS LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty Ninth Annual General Meeting of the Members of DECCAN BEARINGS LIMITED will be held at the B.U.J. Hall, 23/25, Prospect Chambers Annex, 2nd Floor, 317, D.N. Road, Fort, MUMBAI – 400 001 on Tuesday, 30th September 2014 at 11 a.m. to transact the following business:

ORDINARY BUSINESS:

- 1] To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.
- 2] To appoint a Director in place of Mr. Kiran Nagindas Vora (holding Director Identification Number 00108607), who retires by rotation and being eligible, offers himself for re-appointment.
- 3] To appoint a Director in place of Mr. Barukh William Christian (holding Director Identification Number 00124830), who retires by rotation and being eligible, offers himself for re-appointment.
- 4] To appoint Auditors to hold office from the conclusion of this Meeting for 3 (three) consecutive years till the conclusion of the 32nd Annual General Meeting of the Company in the calendar year 2017 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 provision of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s. D. V. Vora & Co (Firm Registration No.111624W) Chartered Accountants, Mumbai, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, for Three Consecutive years until the conclusion of the 32nd Annual General Meeting of the Company in the calendar year 2017, subject to rectification by the shareholders annually, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS :

- 5] **Appointment of MR. Rajeev D. Shenvi as Independent Director**

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') 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 Clause 49 of the Listing Agreement, Mr. Rajeev Shenvi (holding Director Identification Number 00089917), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to March 31, 2019.”

6] **Appointment of MR. Mahesh S. Parab as Independent Director**

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('Act') 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 Clause 49 of the Listing Agreement, Mr. Mahesh S. Parab (holding Director Identification Number 03387669), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to March 31, 2019.”

By Order of the Board of Directors

Sd/-

KIRAN N.VORA
Managing Director

Registered Office

315/321, Prospect Chambers,
Dr.D.N.Road, Fort,
MUMBAI – 400 001
Mumbai, Dated: 2nd September, 2014

NOTES:

- a] A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- b] The Register of Members and Share Transfer Books of the Company will be closed from 17th September 2014 to 19th September 2014 [both days inclusive].
- c] Members intending to require information about accounts to be explained in the meeting are requested to inform the Company in writing at least ten days in advance of the Meeting.
- d] Shareholders are requested to bring their copies of the Annual Report at General Meeting.
- e] Shareholders are requested to notify change in address, if any, at the Registered Office of the Company, quoting their Folio Numbers.
- f] We request the shareholders to register their E-mail IDs with the Company / Share Transfer Agents. This will enable the Company to service shareholder's requests / queries electronically apart from furnishing of Annual Report, Notices, Circulars and any other relevant information/communication.
- g] Pursuant to the provisions of section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the Clause 35B of the Listing Agreement, the Company is pleased to offer e- voting (Electronic Voting) facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 29th Annual General Meeting to be held on Tuesday, 30th September, 2014, at 11.00 a.m.

A separate page for electronic voting process is attached herewith for facilitating members for e-voting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

For item No.: 5

Mr. Rajeev D. Shenvi aged 58 years holds graduate degrees in Arts and Law, Practicing Chartered Accountants and also a member of the Institute of Company Secretaries of India. His area of specialization are Direct Taxes, Indirect Taxes and Company Law. Mr. Rajeev D. Shenvi does not hold directorships and committee memberships in any other companies.

The Company had received a requisite notice and deposit from a member under section 160 of the Companies Act, 2013 signifying the intention to propose the name of Mr. Rajeev D. Shenvi as an Independent Director for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting. The necessary resolution is placed before the members for their consideration and approval. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Rajeev D. Shenvi is concerned or interested in the resolution. This Explanatory statement may also be regarded as necessary disclosure under Clause 49 of the Listing Agreement.

For item No.: 6

Mr. Mahesh S. Parab aged 42 years holds degrees in Commerce. His specialization and experience is of more than 20 years in finalization of company accounts. Mr. Mahesh S. Parab does not hold directorships and committee memberships in any other companies.

The Company had received a requisite notice and deposit from a member under section 160 of the Companies Act, 2013 signifying the intention to propose the name of Mr. Mahesh S. Parab as an Independent Director for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting. The necessary resolution is placed before the members for their consideration and approval. None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Mahesh S. Parab is concerned or interested in the resolution. This Explanatory statement may also be regarded as necessary disclosure under Clause 49 of the Listing Agreement.

By Order of the Board of Directors

Sd/-

KIRAN N.VORA
Managing Director

Registered Office
315/321, Prospect Chambers,
Dr.D.N.Road, Fort,
MUMBAI – 400 001
Mumbai, Dated: 2nd September, 2014

DECCAN BEARINGS LIMITED

DIRECTORS' REPORT

The Members,

DECCAN BEARINGS LIMITED

Your Directors have pleasure in presenting the Twenty Ninth Annual Report together with the audited accounts for the year ended 31st March, 2014.

1. FINANCIAL RESULTS:	Year Ended 31.03.2014	Year Ended 31.03.2013
Net Profit before providing for Depreciation	4,51,765	6,75,759
Less: Depreciation	8,48,948	10,03,764
	<hr/>	<hr/>
Profit after providing Depreciation	(3,97,183)	(3,28,005)
Add/(Less): Provision for		
A] Deferred Tax	1,36,807	1,18,850
B] Income Tax	-----	-----
	<hr/>	<hr/>
Profit/(Loss) after Taxation	(2,60,376)	(2,09,155)
Add: Balance brought forward from previous year	(34,12,888)	(32,03,733)
Add: Excess Provision for Tax for Earlier	1,81,245	-----
	<hr/>	<hr/>
Balance Carried to Balance Sheet	(34,92,019)	(34,12,888)
	=====	=====

2. DIVIDEND:

In view of the need to conserve the resources for the future growth, no dividend has been considered by the Board.

3. PRESENT OPERATIONS & FUTURE OUTLOOK:

The year 2013-2014 was sluggish year for Indian Economy. GDP Growth decelerated to 5%, inflation remained high, rupee depreciated considerably and overall investments slowed down leading to weak overall sentiments. This resulted in increase in the input cost and also reduced sales and turnover of the import related products sold by the Company. There was however increase in the sales of the indigenous products sold by the Company. Over all the sales and profitability of the Company suffered in the year under consideration.

With the new government at the centre there is an expectation of growth in industrial production, which should in turn benefit the Company's sales and profits in the year ahead. All efforts are also being made by the Company to increase the number of sales channels in different parts of the country to boost up sales and profits.

DECCAN BEARINGS LIMITED

4. DIRECTORS:

Mr. Kiran N. Vora and Mr. Barukh William Christian, Directors retire by rotation and are being eligible, offer themselves for re-appointment.

Independent Directors, Mr. Rajeev D. Shenvi and Mr. Mahesh S. Parab are proposed to be appointed as independent directors at the ensuing Annual General Meeting for the period of five years from 30.09.2014. they are not liable to retire by rotation. The necessary resolutions are placed before the members for consideration and approval.

DIRECTORS RESPONSIBILITY STATEMENT

Your Directors confirm that :

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) the accounting policies are consistently applied and reasonable, prudent judgment and estimates are made so as to give a true and fair view of the state of affairs of the Company at the end of the financial year; and the loss of the Company for the year ended on that date.
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for detecting and preventing frauds and other irregularities.
- (iv) the Directors have prepared the annual accounts on a going concern basis.

6. AUDITORS:

The Auditors M/s D. V. Vora & Co. Chartered Accountants hold office until the conclusion of the ensuing Annual General Meeting and are recommended for re-appointment. Certificate from the Auditors has been received to the effect that their re-appointment, if made, would be within the limits prescribed under Section 141(3)(g) of the Companies Act, 2013.

7. PARTICULARS OF EMPLOYEES:

There were no employees drawing remuneration falling under the provisions of Section 217(2A) of the Companies Act, 1956.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

Information as per Section 217(i)(e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 has been given in the Annexure-I and forms part of this report.

9. APPRECIATION:

Your Directors wish to convey their sincere thanks to State Bank of India, the valued dealers and customers and staff members and shareholders of the Company for their continued support and assistance to the Company.

For and on behalf of the Board of Directors

Sd/-
KIRAN N.VORA
Managing Director

Mumbai, Dated: 2nd September, 2014

DECCAN BEARINGS LIMITED

ANNEXURE - I

Statement of Particulars under Companies [Disclosure of particulars in the Report of Board of Directors) Rules, 1988.

A] CONSERVATION OF ENERGY: Not applicable

B] (i) RESEARCH & DEVELOPMENT (R & D)

1. SPECIAL AREAS IN WHICH R & D CARRIED OUT BY THE COMPANY:

R & D activity covers application development of new sizes specifically developed for customer requirements.

2. BENEFITS DERIVED AS A RESULT OF THE ABOVE R & D

Enlargement of product range and contribution to import substitution program of customers.

3. FUTURE PLAN OF ACTION:

To cover more users/industries under the fold of application developed program.

4. EXPENSES ON R & D

The expenses on development activity being a part of the overall operation, are not separately accounted for.

(ii) TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION:

During the year on-going product upgradation in terms of quality and productivity was maintained using inhouse technology. No imported technology was absorbed and the Company's products continue to enjoy international acceptance.

C] FOREIGN EXCHANGE EARNINGS AND OUTGO:

1. Foreign Exchange Earnings [Export of Goods(F.O.B.)]	:	Nil	(Nil)
2. Foreign Exchange Outgo	:		
Imports			
Traveling		Rs. 2,26,859/-	(Rs.1,12,757/-)
Raw – Materials on C.I.F.		Nil	(Nil)
Trading Goods on C.I.F.		Rs.1,11,20,644/-	(Rs.1,67,44,128/-)

For and on behalf of the Board of Directors

**Sd/-
KIRAN N.VORA
Managing Director**

Mumbai, Dated: 2nd September, 2014