

DECCAN BEARINGS LIMITED

**31ST
ANNUAL REPORT
2015 - 2016**

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

❖ Mr. Kiran Nagindas Vora	Managing Director
❖ Mr. Barukhbhai Willliambhai Christian	Whole-Time Director**
❖ Mr. Rajeev Damodar Shenvi	Non- Executive Director
❖ Mr. Abhay Vipin Kothari	Non- Executive Director
❖ Mr. Mahesh Parab	Non- Executive Director
❖ Mrs. Kavita S. Pawar	Non- Executive Director ***
❖ Ms. Archana Yashwant Mhatre	Executive- Director*

** Mr. Barukhbhai Willliambhai Christian *resigned from the Directorship of the Company w.e.f. 01st June, 2016*

*Ms. Archana Yashwant Mhatre *resigned from the Directorship of the Company w.e.f. 24th May, 2016*

*** Mrs. Kavita S. Pawar Appoinetd as Independence Director of the Company w.e.f 24th May, 2016

REGISTERED OFFICE:

315/321 Prospect Chambers Dr. D. N. Road, Fort, Mumbai – 400001

REGISTRARS AND SHARE TRANSFER AGENTS:

Purva Share Registry (India) Pvt. Ltd.

Unit no. 9, Shiv Shakti Ind. Estate., J .R. Boricha Marg,
Opp. Kasturba Hospital Lane,
Lower Parel (East)

AUDITORS

M/S. D.V.VORA & CO.

(CHARTERED ACCOUNTANTS)

36, Bhangwadi Shopping Arcade,
Kalbadevi Road,
Mumbai – 400 002

BANKERS:

State Bank of India (SME Backbay Reclamation Branch)
SME Backbay Reclamation,
Nariman Point, Mumbai - 400 021

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING OF THE MEMBERS OF DECCAN BEARINGS LIMITED WILL BE HELD AT B.U.J. Hall 23/25, PROSPECT CHAMBERS ANNEX, 2ND FLOOR, 317, D. N. ROAD, FORT, MUMBAI - 400 001 ON FRIDAY THE 5th AUGUST, 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 March 31, 2016 and statement of Profit and Loss for the year ended on that date, together with the Reports of Directors and Auditor's thereon.
2. To appoint a Director in place of Mr. Kiran Vora, (DIN: 00108607), who retires by rotation and being eligible, offers himself for re- appointment.
3. To ratify the re-appointment of **M/s. D.V.Vora & CO. Chartered Accountants**, 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 Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of **M/s. D. V. Vora & Co, Chartered Accountants (Registration No. 111624W)**, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

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

Appointment of Mrs.Kavita S. Pawar (DIN: 02717275) as an Independent Director

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and 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. Mrs.Kavita S. Pawar (DIN: 02717275) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years.”

5. To Consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof), applicable clauses of the Articles of Association of the Company and recommendation by Nomination and Remuneration Committee and Audit Committee , consent of the Members be and is hereby accorded for increase in the remuneration of **Mr. KIRAN NAGINDAS VORA (DIN: 00108607)**, Managing Director of the company. Payment of Remuneration approved as under:

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- 1) **Salary:** Rs. 2,00,000 Per Month with such annual Increment as may be determined by Board of Director of the company from time to time excluding Perquisite mentioned in Explanatory statement.
- 2) **Perquisite:** As per the details mentioned in the explanatory statement.

RESLOVED FURTHER THAT any of the directors of the Company be and are hereby severally authorized to do such acts, deeds and things, to execute all such documents, instruments, Writings as may be required to give effect to this resolution.”

By Order of the Board of Directors

Sd/-

Kiran Vora
Managing Director
DIN: 00108607

Place: Mumbai
Date: 1ST July, 2016

CIN: L29130MH1985PLC035747

Registered office:

315/321 Prospect Chambers,
Dr D N Road, Fort
Mumbai – 400 001

IMPORTANT NOTES: -

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **Forty-Eight Hours** before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. Pursuant to the provision of Section 91 of Companies Act 2013, the register of members and share transfer books will remain closed from **30th July, 2016 to 5th August, 2016** (both days inclusive).
4. Members desirous of obtaining any information as regards accounts and operations of the Company are requested to address their queries to the Registered Office of the Company in writing at least seven days in advance before the date of the Meeting, to enable the Company to keep the necessary information ready.
5. Members are requested to bring their copy of Annual Report to the Meeting.
6. Members are requested to bring the Attendance Slip sent herewith duly filled for attending the Meeting.

PROCESS FOR MEMBERS OPTING FOR E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 and Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members 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 Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/ her/it discretion, subject to compliance with the instructions prescribed below:

The Members are requested to go through Notice carefully as mentioned above.

The Procedure / Instructions for e-voting are as under:

- (i) The voting period begins on 02nd August, 2016 and 11.00 A.M and ends on 04th August, 2016 and 5.00 P.M. 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 29th July, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.

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	<p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> 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 letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
<p>Dividend Bank Details</p> <p>OR Date of Birth (DOB)</p>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Deccan Bearing Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile

(xx) 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 linked in the login 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.

- (xxi) 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.

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- (xxii) Mr. Suhas Ganpule, a Practicing Company Secretary, (Membership No. 12122; Certificate of Practice No. 5722) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiii) The Scrutinizer shall within a period not exceeding 3(three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) 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 of the Company.
- (xxiv) The Results shall be declared on the date of AGM of the Company. The Results declared alongwith the Scrutinizer's Report shall be made available for inspection by the members of the Company at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on all days except Saturday, Sunday and public holidays.

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

ITEM NO. 4

Section 149 inter alia stipulates the criteria of Independence should a Company propose to appoint an Independent Director on its Board. As per the provisions of Section 149 of the Companies Act, 2013, Mrs. Kavita Pawar is eligible to be appointed as an Independent Director of the Company by passing an Ordinary Resolution.

The Company has received request in writing from a member of the company proposing her candidature for appointment as Director (Independent) of the Company along with requisite deposit. Also, the Company has received a declaration from Mrs. Kavita Pawar that she meets with the criteria of Independence as prescribed under Section 149 (6) of Companies Act, 2013. Mrs. Kavita Pawar possesses diversified skills, experience and knowledge, inter alia, in the field of Law.

Brief resume of Mrs. Kavita Pawar, nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees as stipulated under Regulation 27 under SEBI(Listing Obligation and Disclosure requirement)Regulations, 2015, has been provided in the statement attached in the details of "Details of the Directors seeking appointment /re-appointment in forthcoming Annual General Meeting" forming part of the Explanatory Statement. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mrs. Kavita Pawar is appointed as an Independent Director for a period of 5 years from the date of Annual General Meeting.

Save and except Mrs. Kavita Pawar, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors of your Company recommends the Resolutions for your approval.

None of the Directors are in anyway concerned or interested in the proposed resolution.

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BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING:

Name	Ms. Kavita Pawar
Age	40
Appointment on	24 th May, 2016
Qualifications	Graduation
Directorship of other Companies	12
Chairman / Member of the Committees of the board of the Companies on which he is a Director	Member of Board Committee Audit Committee: 3 Nomination and Remuneration Committee: 3 Independence Meeting: 2 Stakeholder Committee: 3
Shareholding of the Director in Deccan Bearings Limited	Nil

Item No. 5

The member may note that based on the recommendations by the Nomination and Remuneration committee the board of directors of the company at their meeting held on 1st July, 2016 approved to increase of remuneration of **Kiran Nagindas Vora**, Managing Director of the company under the provision of Companies Act, 2013. He is currently drawing remuneration of Rs. 11,62,616 during the financial year 2015-2016.

Since the company is operating in the loss and has the negative effective capital, the above proposal requires approval of shareholder of the company. Hence the proposal is laid before the shareholders for their approval through special resolution.

Salary : Salary within range of Rs. 2,00,000- Per month as decided by Board of Directors from time to time i.e. with effect from 1st April, 2016.

Perquisites: In addition to the above salary the following perquisites not exceeding the overall ceiling prescribed under Schedule V will be provided to him.

1) Housing : Free residential accommodation or house rent allowance in lieu thereof or house maintenance allowance along with benefit of gas, electricity, water and furnishings.

2)Medical Reimbursement: Reimbursement of medical expenses for self and family.

3) Leave Travel Allowance: For self & family in accordance with the Rules of the Company

4) Club Fees : Club Fees, subject to a maximum of two clubs.

5) Personal Accidental Insurance: He shall also be entitled for Insurance.

Apart from above Mr. Kiran N. Vora also be entitled to the following

Company's contribution to Provident Fund: As per Rules of the Company

Gratuity : As per Rules of the Company

Company's car & Driver :Use of Company car & driver on Company's business & personal use.

Residential Telephone :The Company shall provide telephone facility at his resident. Telephone facility at the resident will not be considered as perquisite. Personal long distance calls will be billed by the Company to Mr. Kiran N. Vora.