

DHANLEELA INVESTMENTS
&
TRADING COMPANY LIMITED



33rd
ANNUAL REPORT
FOR THE YEAR ENDED
31ST MARCH, 2013

DHANLEELA INVESTMENTS & TRADING CO LTD.

DIRECTORS:

Shri. Avinash M. Khire
Mr. Pramodkumar Harlalka
Mr. Vipul Dangi
Mrs. Varsha Dangi
Mr. Gaurav Bahety

BANKERS:

CENTRAL BANK OF INDIA
KOTAK MAHINDRA BANK

AUDITORS:

MNRD & ASSOCIATES
Chartered Accountants

REGISTERED OFFICE:

573, J.S.S. Road, 2nd Floor, Chira Bazar, Next to Sharda Hotel,
Opp. Chandan Wadi, Mumbai-400002.

REGISTRAR AND SHARE TRANSFER AGENT

Bigshare Services Pvt. Ltd.
E-2, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri (E), Mumbai 400 072

NOTICE

NOTICE is hereby given that the 33rd Annual General Meeting of the shareholders of the Company will be held on 11th September 2013 at 9.30AM at the Conference hall 1st Floor, Gokul Anand Hotel Pvt Ltd Ashokvan, Shivvallah Road, W.E Highway, Dahisar (East), Mumbai-400068. to transact the following business:

ORDINARY BUSINESS:

- 1 To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2013 together with Directors' Report and Auditors' Report thereon.
- 2 To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:

"RESOLVED THAT Mr. Gaurav Bahety, a Director liable to retire by rotation, who does not seek re-election, be not re-appointed as the director of the Company.

"RESOLVED FURTHER THAT the vacancy, so created on the Board of Directors of the Company, be not filled."

- 3 To appoint M/s Paras A Shah & co, Chartered Accountants, Mumbai as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM and to fix their remuneration, in place of M/s MNRD & Associates, Chartered Accountants, Mumbai who have expressed their inability to continue as Statutory Auditor of the Company

"RESOLVED THAT M/s Paras A Shah & co, Chartered Accountants, to be appointed as Auditors of the Company to hold office until the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided between the Auditors and the Board of Directors of the Company."

SPECIAL BUSINESS:

- 4 **Appointment of Mr. Pramodkumar Bajranglal Harlalka as the Director of the company:**

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

"RESOLVED THAT Mr. Pramodkumar Bajranglal Harlalka a director who was appointed as additional director in the meeting of the Board of Directors held on 16th May, 2013 and who holds office only upto the date of Annual General Meeting and in respect of whom notices under section 257 of the companies Act, 1956 have been received from some members signifying their intention to propose Mr. Pramodkumar Bajranglal Harlalka as a candidate for the office of Director of the company be and is hereby appointed as Director of the company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto."

5 Appointment of Mr. Vipul Dangi as the Chairman and Managing Director:

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

"RESOLVED THAT pursuant to section 198, 269, 309 and 310 read with schedule XIII, and other applicable provisions if any of the companies act, 1956, the consent and approval of the company be and is hereby accorded to the appointment of Mr. Vipul Dangi as Chairman and Managing Director of the company in accordance with Schedule XIII of the Companies Act, 1956 to hold office of Chairman and Managing Director for a period of three years from 13th August 2013 to 12th August 2016 on such terms and conditions as contained in an agreement proposed to be entered into between the company and Mr. Vipul Dangi, and as set out in the explanatory statement to this resolution.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized jointly and/or severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto."

6 Appointment of Mr. Avinash Madhav Khire as the Director of the company:

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

"RESOLVED THAT Mr. Avinash Madhav Khire a director who was appointed as additional director in the meeting of the Board of Directors held on 1st April, 2013 and who holds office only upto the date of Annual General Meeting and in respect of whom notices under section 257 of the companies Act, 1956 have been received from some members signifying their intention to propose Mr. Avinash Madhav Khire as a candidate for the office of Director of the company be and is hereby appointed as Director of the company.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto."

7 Appointment of Mrs. Varsha Dangi as the Executive Director:

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

"RESOLVED THAT pursuant to section 198, 269, 309 and 310 read with schedule XIII, and other applicable provisions if any of the companies act, 1956, the consent and approval of the company be and is hereby accorded to the appointment of Mrs. Varsha

Dangi as Executive Director of the company in accordance with Schedule XIII of the Companies Act, 1956 to hold office of Executive Director for a period of three years from 13th August 2013 to 12th August 2016 on such terms and conditions as contained in an agreement proposed to be entered into between the company and Mrs. Varsha Dangi, and as set out in the explanatory statement to this resolution.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized jointly and/or severally to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things and execute all such agreements, documents and instruments as may be required from time to time for giving effect to the above resolution and matters related thereto.”

8 Split of Equity Shares:

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

RESOLVED THAT subject to the provisions of section 94 and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the provisions of the Memorandum of Association and Articles of Association of the Company as may be necessary and subject to such other consents, approvals, permissions and sanctions as may be considered necessary by the Board of directors or as may be prescribed or made, while granting such consents and approvals and which may be agreed to by the Board:

Each of the 1,00,00,000 (Rupees One Crore) equity share of the company of face value Rs. 10/- (Rupees Ten Only) each in the Authorised capital of the Company be sub-divided into 5,00,00,000 (Five Crores only) equity shares of face value Rs. 2/- (Rupees Two Only) each effective from the Record Date, to be decided by the Board of Directors; and the existing Clause V of the Memorandum of Association of the company be substituted by the following new clause V:

“V. The Authorised share capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 5,00,00,000 (Five Crores only) Equity shares of Rs. 2/- (Rupees Two only) each.”

RESOLVED FURTHER THAT the Board of Directors of the Company (“the Board”, which expression shall also include a Committee thereof) be and they are hereby authorised to call back the existing share certificates from the shareholders and to issue new share certificates representing the sub-divided equity shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid and /or credit the shareholders’ accounts maintained with the Depositories, subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to

any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolution.”

9 Alteration of Articles of Association:

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

"RESOLVED THAT pursuant to Section 31 of the Companies Act, 1956, other applicable provisions of the Companies Act, 1956, Articles of Association be and is hereby altered in the manner following:

Existing clause 4 i.e. Capital Clause of the Articles of Association of the company be altered, by replacing the present clause by the following new clause 4.

“4. The Authorised share capital of the Company is Rs. 10,00,00,000/- (Rupees Ten Crores Only) divided into 5,00,00,000 (Five Crores only) Equity shares of Rs. 2/- (Rupees Two only)

By Order of the Board of Directors

Place: Mumbai
Date: 13th August 2013

Vipul Dangi
(Chairman & Managing Director)

Explanatory Statement pursuant to Sections 173(2) of the Companies Act, 1956**Item no 4**

Mr. Pramodkumar Bajranglal Harlalaka was appointed by the Board of Directors in their meeting held on 16th May 2013. Pursuant to provisions of section 260 of the Companies Act, 1956, he holds office only up to the date of forthcoming Annual General Meeting. Further, company has received notice from some of the shareholders pursuant to provisions of section 257 of the Act. Also the company has received a sum of Rs. 500 each towards the deposit along with the notice. The Board is of the view that Mr. Pramodkumar Bajranglal Harlalaka knowledge and experience will be of benefit and value to the Company and, therefore, recommends his appointment as a Director of your Company liable to retire by rotation.

Your Directors recommend this resolution as an Ordinary Resolution for your approval.

Except Mr. Pramodkumar Bajranglal Harlalaka, no other director is interested in the resolution.

A brief Resume of Mr. Pramodkumar Bajranglal Harlalaka is provided hereunder for your Reference.

Name	Pramodkumar Bajranglal Harlalaka
Age	03/11/1962
Qualification	B.COM
Expertise	Finance, Taxation & Accounts
Experience	25 years

Item no 5

Mr. Vipul Dangi was appointed as Chairman and Managing Director in the meeting of Board of Directors held on 13th August 2013 for a period of three years from 13th August 2013 to 12th August 2016 subject to approval of shareholders. The Board of Directors recommends to appoint Mr. Vipul Dangi as the Managing Director in the category of Chairman of the Company for a period of three years from 13th August 2013 to 12th August 2016.

In terms of the provisions of sections 198, 269, 309, 310 and Schedule XIII of the Companies Act, 1956, the above said appointment and payment of remuneration requires the shareholders' approval by way of a special resolution.

The Board recommends the proposed resolution for your approval as a special resolution. Except Mr. Vipul Dangi & Mrs. Varsha Dangi no other director is interested in the resolution.

These disclosures and information will also be treated as information and disclosure provided under section 302 of the Companies Act, 1956.

A brief Resume of Mr. Vipul Dangi is provided hereunder for your reference.

Name	Vipul Dangi
Age	39
Qualification	B.com
Expertise	Marketing , Export Marketing,
Experience	Marketing & Finance Strategic Planning, Export Marketing,

Item no. 6

Mr. Avinash Madhav Khire, was appointed as an Additional Director on 01/04/2013. Pursuant to provisions of Section 260 of the Companies Act, 1956 a Director appointed to fill the casual vacancy holds office only up to the date up to which the Director in whose place he is appointed would have held office if it had not been so vacated.

A Company has received a notice in writing from the member of the Company in terms of section 257 of the Companies Act, 1956 proposing the candidature of Mr. Avinash Madhav Khire to act as a Director.”The Board recommends his appointment as a Director liable to retire by rotation. A brief Resume of Mr. Avinash Madhav Khire is provided hereunder for your reference:

Name	Avinash Madhav Khire
Age	71
Qualification	B.com
Expertise	Marketing & Banking
Experience	Market & strategic Planning, International Business Relations

Item no 7

Mrs. Varsha Dangi was appointed as Executive Director in the meeting of Board of Directors held on 13th August 2013 for a period of three years from 13th August 2013 to 12th August 2016 subject to approval of shareholders. The Board of Directors recommends to appoint Mrs. Varsha Dangi as the Executive Director of the Company for a period of three years from 13th August 2013 to 12th August 2016.

In terms of the provisions of sections 198, 269, 309, 310 and Schedule XIII of the Companies Act, 1956, the above said appointment and payment of remuneration requires the shareholders’ approval by way of a special resolution.

The Board recommends the proposed resolution for your approval as a special resolution. Except Mrs. Varsha Dangi & Mr. Vipul Dangi, no other director is interested in the resolution.

These disclosures and information will also be treated as information and disclosure provided under section 302 of the Companies Act, 1956.

A brief Resume of Mrs. Varsha Dangi is provided hereunder for your reference.

Name	Varsha Dangi
Age	32
Qualification	B.com
Expertise	Human Resource Development, Communication, Public Relations, Art and Publicity
Experience	CorporateAdministration, Relationships,Events Management, Personnel/Human ResourceDevelopment, Communication, Public Relations, Art and Publicity

Item no. 8 & 9.

The shareholders to note that the Equity Shares of your Company are listed on the Bombay Stock Exchange Limited (BSE). The equity shares of the company are actively traded on BSE.

The market price of the shares of the Company has witnessed significant spurt over the last 12 months. In order to improve the liquidity of the Company's shares in the stock market and to make it affordable to the small investors, the Board of Directors of the Company ('the Board') at their meeting held on 13th August 2013, considered it desirable to sub-divide the nominal value of the equity portion of the authorised share capital of the Company.

The shareholders may please note that presently the nominal value of the equity shares is Rs.10/- each and consequent to the sub-division it is being divided into 5 (Five) equity shares of Rs. 2/- each such that each shareholder holding 1 (one) equity share of the Company of face value Rs. 10/- per share will receive 5 (five) equity shares of the Company of face value Rs. 2/- per share. The date on which this sub-division would become effective (record date), will be decided by the Board after obtaining the shareholders' approval, which will be notified through the Stock Exchanges.

Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital Clause V in the Memorandum of Association of the Company & Articles of Association relating to equity shares also need relevant amendment to give effect to the sub-division.

The Board of Directors recommends passing the resolution as Special Resolution. Non of the Directors of the Company are in any way interested in the said resolution.

A copy of the Memorandum of Association together with a copy of the Articles of Association reflecting the proposed amendments is available for inspection by the members of the company at its Registered Office between 11.00 AM and 1.00 PM on any working day (except Sunday & Bank Holidays) of the company.

By Order of the Board of Directors

Place: Mumbai

Date: 13th August 2013

Vipul Dangi

(Chairman & Managing Director)

NOTES:

1. A Member entitled to attend and vote on a poll is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the Company not less than 48 hours before the meeting. The Register of Members and Share Transfer Books will remain closed from 6th September 2013 till 11th September 2013 (both the days inclusive).
2. Members are requested to address all communication regarding transfer of shares, change of address etc. directly to the Share Transfer Agent of the Company, **Bigshare Services Pvt Ltd** E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai Maharashtra 400072 and in case their shares are held in the dematerialised form, this information should be passed on to their respective Depository Participants without any delay.
3. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
4. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Chairmen, so as to reach the Registered Office of the Company at least seven days before the date of the Meeting, to enable the Company to make available the required information at the Meeting, to the extent possible.
5. On dematerialisation of shares, the nomination registered by the Company automatically stands cancelled. In the case of shares held in electronic (dematerialised) form, the Members are given an option of nomination at the time of opening a demat account. If no nomination is made at the time of opening the demat account, they should approach their respective Depository Participant.
6. As part of the Green Initiative in Corporate Governance, the Ministry of Corporate Affairs ("MCA"), Government of India, through its Circular nos.17/2011 and 18/2011, dated 21st April, 2011 and 29th April, 2011 respectively, has allowed companies to send official documents through electronic mode.
In the spirit of the above circulars and as part of the Company's Green Initiative, we henceforth propose to send documents like Notice convening the general meetings, Financial Statements, Directors Report, etc. to the e-mail address provided by the members.
We, therefore, appeal to the members to register their name in getting the documents in electronic mode by sending an e mail giving their Registered Folio No. and/or DP Id/Client Id to the dedicated e mail address at **ratniinvestments@gmail.com**.
7. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.