

DHANLEELA INVESTMENTS & TRADING CO LTD.



34th ANNUAL REPORT

FOR THE YEAR ENDED

31ST MARCH, 2014

DHANLEELA INVESTMENTS & TRADING CO LTD.

DIRECTORS:

Mr. Avinash M. Khire

Mr. Pramodkumar Harlalka

Mr. Vipul Dangi

Mrs. Varsha Dangi

BANKERS:

KOTAK MAHINDRA BANK LTD

AUDITORS:

**PARAS A. SHAH & CO.
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 34th Annual General Meeting of the shareholders of the Company will be held on 27th September, 2014 at 10.00 AM at The Maharaja Business Hotel, Kohinoor Complex, Service Road, Western Express Highway, Rawalpada 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, 2014 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 Mrs. Varsha Dangi (DIN No: 00542551) a Director liable to retire by rotation pursuant to section 152(6) of the Companies Act 2013, who seek re-election, be re-appointed as the director of the Company.

- 3 To re-appoint M/s Paras Shah & Co, Chartered Accountants, Mumbai as Statutory Auditors of the Company by passing following resolution:

"RESOLVED THAT pursuant to provision of section 139 of the Companies Act 2013 (as amended or re-enacted from time to time) read with rule no 3 of the Companies (Audit and Auditors) Rules 2014, M/s Paras Shah & Co, Chartered Accountants, whose appointment has been duly approved by the Audit Committee and the Board of Directors in their respective meeting held on 12th August 2014 be and are hereby appointed as the Statutory Auditors of the Company who shall hold office from the conclusion of this meeting till the conclusion of the 5th consecutive Annual general meeting from this year Annual General meeting, on a remuneration as may be fixed by the Board of Directors of the Company.

RESOLVED FURTHER THAT appointment of the Auditor shall be subject to the ratification at each annual general meeting held after forthcoming annual general meeting

RESOLVED FURTHER THAT any of the directors of the Company be and is hereby severally authorized to file form ADT-1 with the Registrar of Companies with the prescribed time."

SPECIAL BUSINESS:

- 4 **Appointment of Mr. Avinash Madhav Khire as Independent Director.**

To Consider and if thought fit to pass the following resolution with or without modification as an **Ordinary Resolution:**

RESOLVED THAT Mr. Avinash Madhav Khire(DIN-02399448) be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years pursuant to the provisions of section 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014,.

RESOLVED FURTHER THAT pursuant to section 149, 152,164,165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as

Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8 , meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment his number of director will be within the maximum number allowed under the Act and disclosure of interest, as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), any of the directors of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the directors of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DIR-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

5 **Appointment of Mr. Pramod Kumar Bajrang Harlalka as Independent Director:**

To Consider and if thought fit to pass the following resolution with or without modification as an **Ordinary Resolution:**

RESOLVED THAT Mr. Pramod Kumar Bajrang Harlalka(DIN-06577031) be and is hereby appointed as Independent director on the Board of the Company for a period of 5 years pursuant to the provisions of section 149 of the Companies Act, 2013 & its schedule IV (as amended or re-enacted from time to time) read with rule no 4 of the Companies (Appointment and Qualifications of Directors) Rules 2014.

RESOLVED FURTHER THAT pursuant to section 149, 152,164 , 165 & 184 of the Companies Act, 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) read with rule no 8 & 14 of the Companies (Appointment and Qualifications of Directors) Rules 2014, the consent for appointment as director of the Company given in form no DIR-2 along with declaration that he, is not disqualified to be appointed as director in DIR-8 , meets the criteria of independence as prescribed in the Act, will abide by the code of conduct prescribed in Schedule IV to the Act and that post appointment his number of director will be within the maximum number allowed under the Act and disclosure of interest , as laid before the meeting and duly initialed by the chairman for purpose of identification, be and is hereby take note off.

RESOLVED FURTHER THAT pursuant to section 149 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time), any of the directors of the Company be and is hereby severally authorized to sign and submit the letter of appointment to the said

director, copy of which is laid before the meeting and initialed by the director for the purpose of identification.

RESOLVED FURTHER THAT pursuant to section 152 & 170 of the Companies Act, 2013 & its schedule (as amended or re-enacted from time to time) read with rule no 8 & 18 of the Companies (Appointment and Qualifications of Directors) Rules 2014, any of the directors of the Company be and is hereby severally authorized to do all such acts, deeds and things to give effect to this resolution including signing, executing, submitting any application (s), document(s), letter(s) etc. and to file form no DIR-12 with the Registrar of Companies within the prescribed time and fees and to do the necessary entries in the Register of Director and Key Managerial Personnel.

6 Re-Appointment of Mr. Vipul Dangi as Managing Director and Chief Executive Officer

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

RESOLVED THAT pursuant to provision of section 196 & 203 of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) the consent of the shareholders be and is hereby accorded to re-appoint Mr. Vipul Dangi, (DIN-01191514) as the Whole time Director in the capacity as Managing Director and Chief Executive Officer as Whole time Key Managerial Personnel (KMP) of the Company with effect from 12th August 2014 for a period of 3 years on the terms and conditions contained in the letter of appointment/ memorandum of understanding/appointment agreement, a copy of which is laid and has been initialed by the Chairman for the purpose of identification be and is hereby approved by the shareholders. Mr. Vipul Dangi, shall perform the duties which may be performed by a KMP under the Act, and any other duties assigned to him by the Board from time to time

RESOLVED FURTHER THAT pursuant to provision of section 196 & 197 of the Act (as amended or re-enacted from time to time) read with Schedule IV, the appointee shall be a paid a monthly remuneration of 22000/- p.m details of which are contained in the letter of appointment, a copy of which is laid and has been initialed by the Chairman for the purpose of identification.

RESOLVED FURTHER THAT pursuant to provision of section 170 of the Act (as amended or re-enacted from time to time) read with rule no 17 & 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, the appointee is directed to furnish the information to be entered in the Register of directors and key managerial personnel and any of the Director of the Company be and is hereby severally authorized to do the necessary entries in the register and authenticate them.

RESOLVED FURTHER THAT pursuant to provision of section 117, 170 of the Act (as amended or re-enacted from time to time) read with rule no 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, rule no 24 of the Companies (Management and Administration) Rules 2014 and rule no 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, any of the director of the Company be and is hereby severally authorized to sign and file Form no DIR-12, MGT-14 & MR 1 with the Registrar within the prescribed time with necessary fees.

7 Re-Appointment of Mrs. Varsha Dangi as Chairperson and Chief Financial Officer

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

RESOLVED THAT pursuant to provision of section 196 & 203 of the Companies Act 2013 (as amended or re-enacted from time to time) (hereinafter referred to as Act) the consent of the shareholders be and is hereby accorded to re-appoint Mrs. Varsha Dangi(DIN-00542551) as Whole Time Director in the capacity as Chairperson and Chief Financial Officer as Whole time Key Managerial Personnel (KMP) of the Company with effect from 12th August 2014 for a period of 3 years on the terms and conditions contained in the letter of appointment/memorandum of understanding/appointment agreement, a copy of which is laid and has been initialed by the Chairman for the purpose of identification be and is hereby approved by the shareholders. Mrs. Varsha Dangi, shall perform the duties which may be performed by a KMP under the Act, and any other duties assigned to her by the Board from time to time.

RESOLVED FURTHER THAT pursuant to provision of section 170 of the Act (as amended or re-enacted from time to time) read with rule no 17 & 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, the appointee is directed to furnish the information to be entered in the Register of directors and key managerial personnel and any of the Director of the Company be and is hereby severally authorized to do the necessary entries in the register and authenticate them.

RESOLVED FURTHER THAT pursuant to provision of section 117, 170 of the Act (as amended or re-enacted from time to time) read with rule no 18 of the Companies (Appointment and Qualification of Directors) Rules 2014, rule no 24 of the Companies (Management and Administration) Rules 2014 and rule no 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, and any of the director of the Company be and is hereby severally authorized to sign and file Form no DIR-12, MGT-14 & MR 1 with the Registrar within the prescribed time with necessary fees.

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

RESOLVED THAT pursuant to the provisions of section 14 of the Companies Act, 2013 (as amended or re-enacted from time to time), existing Articles of Association be replaced with new set of Articles of Association in pursuance to the Table F of the Companies Act 2013 and other provisions as applicable to the Company as laid before the meeting, duly initialed by the Chairman for the purpose of identification be and is here adopted.

RESOLVED FURTHER THAT pursuant to rule no 24 of the Companies (Management and Administration) Rules 2014, any of the Director of the Company be and is hereby authorized to do all such acts, deeds and things to give effect to this resolution and to do file form no MGT-14 with the Registrar of Companies within the prescribed time and fees.

**By Order of the Board of Directors
For Dhanleela Investments And Trading Co Ltd.**

Sd/-

Vipul Dangi

(Chairman & Managing Director)

Place: Mumbai

Date: 12/08/2014

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/herself and the proxy need not be a member. a person can act as proxy on behalf of members upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. further, a member holding more than ten percent (10%) 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 time of holding the meeting. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the company will remain closed from 23rd September 2014 to 27th September, 2014, both days inclusive.
3. 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 dematerialized form, this information should be passed on to their respective Depository Participants without any delay.
4. Members desirous of availing nomination facility may send their nomination in the prescribed form. Nomination forms can be obtained from the Registrars/ Company.
5. Members desirous of obtaining any information concerning the account and operations of the Company are requested to address their queries to the Chairman, 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.
6. 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.

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 www.dhanleelainvestments.com

7. Members/Proxies are requested to bring the Attendance Slip sent with this Notice duly filled-in for attending the meeting.
8. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice hereto.

9. Members are requested to bring their copy of Annual report to the meeting.
10. In terms of circular no.MRD/DoP/Cir-05/2010 dated 20th May, 2009 issued by Securities and Exchange Board of India (SEBI) it is now mandatory for the transferee of the physical shares to furnish copy of PAN card to the Company or its RTA for registration of transfer of shares. Shareholder is requested to furnish copy of PAN card at the time of transferring their physical shares.
11. As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

Name	Vipul Dangi	Varsha Dangi	Avinash Khire	Pramod Bajrang Harlalka
Age	40 years	33 years	72 years	53 years
Qualification	B.Com	B.Com	B.com	B.Com
Nature of Expertise	Marketing, Export Marketing, Finance Strategic Planning.	Human Resource Development, Communication, Public Relations, Art and Publicity	Marketing And Banking	Finance, Taxation & Accounts.
No of years of Experience in the industry	16 years	11 years	36 years	26 years.
Name of the Companies in which also holds Directorship	Gurukirpa Finvest Limited	Gurukirpa Finvest Limited	Kosha Investments Limited Millenium Caribonum Limited	Nil
Name of the Companies in committees of which also holds Membership/ Chairmanship	Nil	Nil	Nil	Nil
Shareholding in the Company	Nil	Nil	Nil	Nil

E voting:

1. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (EGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):

3. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
5. The e-Voting shall remain open from 21nd September, 2014 (9.00 a.m.) till 23rd September, 2014 (6.00 p.m.).
6. *E-Voting shall be completed three days prior to the date of Annual General Meeting which is scheduled to be held on 27th September, 2014.
7. The Board of Directors at their meeting have appointed Ms. Divya Momaya, Proprietor of D.S. Momaya & Co, Company Secretaries as the scrutinizer for e-Voting to unblock the votes in favour or against, if any, and to report forthwith to the Chairman. The scrutinizer will be responsible to conduct e-Voting in a fair and transparent manner.
8. Vote once casted by the member cannot be changed/ altered.

Process of E voting:

1. Log on to the e-voting website www.evotingindia.com
2. Click on “Shareholders” tab.
3. Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
4. Now Enter your User ID
5. For CDSL: 16 digits beneficiary ID,
6. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
7. Members holding shares in Physical Form should enter Folio Number registered with the Company.
8. Next enter the Image Verification as displayed and Click on Login.
9. 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.
10. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. • In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the

	company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

11. After entering these details appropriately, click on “SUBMIT” tab.
12. Members holding shares in physical form will then reach directly 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.
13. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
14. Click on the EVSN for the relevant Dhanleela Investments and Trading Company Limited on which you choose to vote.
15. 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.
16. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
17. 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.
18. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
19. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
20. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
21. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.