

**BOARD OF DIRECTORS:-**

Mr. Nadeem Khan	Executive Director & Chairman
Mr. K.G. Mittal	Independent Non Executive
Mrs. Ruchi Sogani	Independent Non Executive Director
Mr. Radhakrishna Deshpande	Independent Non Executive Director
Mr. Sanjay Tiwari	Independent Non Executive Director
Mr. G.K. Mishra	Independent Non Executive Director (upto 31 <sup>st</sup> May 2010)

**REGISTERED OFFICE:**

502 Dheeraj Swapna,  
B wing, Pali Road,  
Pali Naka, Bandra (w),  
Mumbai -400 050

**FACTORIES:**

1. Kagnoor Village, Taluka Afjalpur,  
Dist. Gulbarga, Karnataka.
2. Shanker Nagar,  
Taluka - Biloli,  
District - Nanded,  
Maharashtra.

**AUDITORS:**

P. K. Shishodiya & Co., Chartered Accountants,  
Indore.

**REGISTRARS & SHARE TRANSFER AGENTS:**

Intlime Spectrum Registry Limited,  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup,  
Mumbai - 400 078.

**BANKERS:**

The Jammu & Kashmir Bank Ltd.  
Axis Bank Ltd.  
State Bank of Hyderabad

**SHARES LISTED AT:**

Bombay Stock Exchange Limited

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Notice

Notice is hereby given that the 16<sup>th</sup> Annual General Meeting of Dollex Industries Limited will be held on Tuesday the 29<sup>th</sup> March, 2011 at 10:00 a.m. at 502 Dheeraj Swapna, 'B' Wing Pali Road, Pali Naka Bandra (W), Mumbai - 400 050 to transact the business as set out in the notice being sent to the shareholders.

**ORDINARY BUSINESS:**

- 1) To receive, consider and adopt the audited Balance Sheet as at 30<sup>th</sup> September, 2010, the Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon.
- 2) To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:
- 3) To appoint a Director in place of Mr. Radhakrishna Deshraj of the company who retires by rotation & being eligible offers himself for re-appointment.

By Order of the Board  
For Dollex Industries Limited

Sd/-

Nadeem Khan  
(Executive Director)

Date: 28-02-2011  
Place: Mumbai

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate members intending to send their authorized representatives to attend The Meeting is requested to send a certified copy of the Board Resolution Authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members are requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
6. The Register of Members and Share Transfer Register shall remain closed from **Tuesday the 22<sup>nd</sup> March, 2011 to Tuesday 29<sup>th</sup> March, 2011** (both days inclusive).
7. Since the securities of your Company have come under the compulsory Dematerialization as per the requirements of SEBI, henceforth all the members are requested to get their shares dematerialized at the earliest.
8. Any member requiring further information on accounts at the meeting is requested to send his/her queries in writing to the Executive Director of the Company on or before 28th March, 2011.
9. 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.
10. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days between 10.00 a.m. and 1.00 p.m. upto the date of the Meeting.

**DIRECTORS' REPORT**

Dear Shareholders,

Your Directors are pleased to present the 16<sup>th</sup> Annual Report and the audited accounts for the financial year ended September 30, 2010.

**FINANCIAL RESULTS:**

The financial performance of the Company for the financial year ended September 30, 2010 is summarized below :  
(Rs. In Lacs)

Sr. No.	Particulars	Year Ended	
		30/09/2010	30/09/2009
		2209.36	1178.25
1	Total Turnover	59.95	158.10
2	Earning before interest, Depreciation and Tax (EBIDTA)	29.01	31.97
3	Provision for Depreciation	1.92	17.32
4	Provision for Taxation & FBT	25.26	102.93
5	Net Profit	354.60	251.67
6	B/F Profit/ Loss from previous year	-	-
7	Appropriations out of Total Profit	379.86	354.60
8	Balance C/F to Balance Sheet		

**RESULTS OF OPERATIONS:**

During the Year under review, the company registered an income of Rs. 2209.36 Lacs as against previous year income of Rs. 1178.25 Lacs. Net profit after tax is Rs. 25.26 Lacs

**DIVIDEND:**

During the year, your Directors do not recommend any dividend for the year.

**SUBSIDIARIES:**

Since the Company has no subsidiaries, provisions of Section 212 of the Companies Act, 1956 is not applicable.

**DIRECTORS:**

In terms of Article 125 of the Articles of Association of the Company, Mr. Radhakrishna Deshraj, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Mr. G.K. Mishra was resigned from the Board w.e.f. 31<sup>st</sup> May, 2010.

### **DIRECTORS RESPONSIBILITY STATEMENT:**

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed along with proper explanation relating to material departures;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at September 30, 2010 and of the profit or 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 the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) The Directors have prepared the annual accounts of the Company on a 'going concern' basis.

### **AUDITORS & AUDITOR'S REPORT:**

M/s. P.K. Shishodiya & Co., Chartered Accountants, Statutory Auditors of the Company, holds office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. The Company has received letters from them to the effect that his reappointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that he is not disqualified for such reappointment within the meaning of Section 226 of the said Act.

### **PUBLIC DEPOSITS:**

During the year under review the Company has neither accepted nor invited any Public deposits and hence the provisions of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, 1975 are not attracted and the information relating thereto is nil.

### **PARTICULARS OF EMPLOYEES:**

There were no employees who were in receipt of the remuneration in excess of the limits as set out in terms of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended.

### **PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS PER SECTION 217(1) COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988.**

# **A) CONSERVATION OF ENERGY: 30-09-2010**

- a) Energy conservation measures taken: None
- b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy: - None
- c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost production of goods; NA

Total energy consumption and energy consumption per unit of production as per Form A of the Annexure in respect of industries specified in the schedule thereto.

## **ANNEXURE**

### **FORM A**

Form for disclosure of particulars with respect to conservation of energy.

#### **A. Power & Fuel consumption:**

		Current year	Previous year
1. Electricity			
a) Purchased			
Unit		Nil	Nil
Total Amount		Nil	Nil
Rate/Unit		Nil	Nil
		Nil	Nil
b) Own Generation			
(i) Through diesel generator			
Units		Nil	Nil
Units per ltr. Of diesel oil	KWH	Nil	Nil
Rate/unit	KWH/Ltr	Nil	Nil
Diesel Cost	Rs./KWH	Nil	Nil
	Rs.	Nil	Nil
(ii) Through steam turbine generator			
Units			
Cost of Generation	KWH	Nil	Nil
Rate/unit		Nil	Nil
		Nil	
B. Consumption per unit of production			
	Standards (if any)	Nil	Nil
Electricity KWH/MT of sugar	No Industry standard is fixed	Nil	Nil

**B) Technology absorption.**

(e) Efforts made in technology absorption as per Form B of the Annexure:

Form B

Form for disclosure of particulars with respect to absorption of technology.

**Research and development (R & D)**

1. Specific areas in which R & D carried out by the Company.
  - a) Identifying opportunities for expansion in other locations.
  - b) Identifying potential units.
2. Benefits derived as a result of the above R&D.
  - a) Few new locations identified for green field projects.
  - b) In negotiation with an existing unit.
3. Future plan of action.
  - a) Exploring machines to grow/cultivate cut and harvest sugarcane.
4. Expenditure on R&D
  - (a) Capital - NIL
  - (b) Recurring - NIL
  - (c) Total - NIL
  - (d) Total R & D expenditure as percentage of total turnover. - NA

**- Technology absorption, adaptation and innovation.**

1. Efforts, in brief, made towards technology absorption, adaptation and innovation. - None
2. Benefits derived as a result of the above efforts, e.g. product improvement, cost reduction, product development, import substitution etc. - NA
3. In case of imported technology imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished:
  - (a) Technology imported - None
  - (b) Year of import - NA
  - (c) Has technology been fully absorbed - NA
  - (d) If not fully absorbed, areas where this has not taken place, reasons therefore and future plans of action. - NA

**C. FOREIGN EXCHANGE EARNINGS & OUTGO:**

- (a) activities relating to exports; Initiatives taken to increase exports; development of new export markets for products and services and export plans: None
- (b) Total foreign exchange used and earned. : None

**CORPORATE GOVERNANCE:**

The Company is committed to maintain the highest standards of Corporate Governance. The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. The Company has implemented several best Corporate Governance practices as prevalent globally. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

The declaration regarding compliance with the Company's Code of Business Conduct and Ethics for Directors and Management Personnel forms part of Report on Corporate Governance.

The requisite Certificate from the Auditors of the Company, M/s. P.K. Shishodiya, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is attached to this Report.

**ACKNOWLEDGEMENTS:**

Your Directors would like to express their appreciation for assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

For And On Behalf Of the Board  
Dollex Industries Limited

Sd/-

Nadeem Khan  
(Chairman & Executive Director)

DATE: 28 February 2011  
PLACE: MUMBAI

**CORPORATE GOVERNANCE REPORT****1. Company's philosophy on code of corporate governance:**

Corporate Governance is based on the principles of integrity, fairness, equity, transparency, accountability and commitment to values. Good governance practices stem from the culture and mindset of the organization. Ensuring total transparency in operations and inspiring the confidence and trust of stakeholders in the way we manage the Company are of paramount importance to us in Dollex. The company believes in maximum utilization of resources at minimum cost and attaining maximum long term shareholders value. The company has also consistently followed good corporate policy and enhanced its value in the eyes of shareholders, Bankers, Customers and Employees.

**2. Board of Directors:****Composition**

As per revised code of Corporate Governance, the composition of the Board should be as such that the Board of Directors of the company shall have an optimum combination of executive and non-executive Directors with not less than fifty percent of the Board of Directors comprising of non Executive Directors.

During the year, the Board of the Company comprised of 5 (Five) Directors out of which One (1) Director is Promoter Executive Director and the remaining Five (4) are Independent Non-Executive Directors. There are no nominees or Institutional Directors in the Company.

None of the Directors have pecuniary or Business relationship with the Company other than as mentioned elsewhere in the Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

**Profile of Members of the Board of Directors being re-appointed:**

Name	Mr. Radhakrishna Deshraju
Age(Yrs)	60
Qualification	BE, LL.B, MBA
Expertise in specific functional areas	31 Years
Directorship in other Indian Public Limited Company & other firms as on 30-09-2010	1
Shareholding	NIL



### Attendance of Directors at Board Meetings, last Annual General Meeting (AGM) and number of other Directorships and Chairmanships / Memberships of Committees of each Director in various companies:

During the year ended 30<sup>th</sup> September, 2010 there were in total 5 (Five) Board Meetings which were held on 31<sup>st</sup> October, 2009, 31<sup>st</sup> January, 2010, 4<sup>th</sup> March, 2010, 30<sup>th</sup> April, 2010 and 30<sup>th</sup> June, 2010. The maximum time gap between any such two meetings was not more than 4 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

Sr. No.	Name of Director	No. of Board meetings Attended	Attendance at Last AGM	No. Of Other Directorships	No. Of Other Committee membership in other Companies
1	Mr. Nadeem Khan (Promoter Executive Director)	5	YES	1	NIL
2	Mr. Radhakrishna Deshraju (Independent Non Executive Director)	5	YES	1	NIL
3	Mr. Sanjay Tiwari (Independent Non Executive Director)	5	YES	NIL	NIL
4	Ms. Ruchi Sogani Independent Non Executive Director	5	YES	NIL	NIL
5	Mr. G.K. Mishra Independent Non Executive Director (upto 31 <sup>st</sup> May, 2010)	2	NO	NIL	NIL
6	Mr. K.G. Mittal Independent Non Executive Director	5	NO	NIL	NIL

#### 1. Audit Committee :

Pursuant to the provisions of section 292(A) of the Companies Act, 1956 and clause 49 of the Listing Agreement, an Audit Committee, comprising of at least 3 (Three) directors as members out of which two-third of the members of the committee shall be Independent Directors, is required to be constituted. The said committee consists of 3 (Three) independent Non Executive Directors. The audit committee was then re-constituted on 31<sup>st</sup> May, 2010 as mentioned below:

Following is a composition of audit committee as on date of this report.

- |                              |  |
|------------------------------|--|
| 1. Mr. Sanjay Tiwari         | Chairman and Independent Non Executive Director. |
| 2. Ms. Ruchi Sogani          | Member and Independent Non Executive Director.   |
| 3. Mr. Radhakrishna Deshraju | Member and Independent Non Executive Director.   |
| 4. Nadeem Khan               | Member and Executive Director.                   |

During the year there were in total 4 Audit Committee Meetings were held on 31<sup>st</sup> October, 2009, 31<sup>st</sup> January, 2010 30<sup>th</sup> April, 2010 and 30<sup>th</sup> June, 2010. The Time gap between the two meetings was not more than 4 months.

#### THE ATTENDANCE AT THE AUDIT COMMITTEE MEETING WAS AS UNDER:

Director	No. of Committee meetings held	No. of Committee meetings attended
Mr. Sanjay Tiwari - Chairman & Independent Non Ex. Director	4	4
Ms. Ruchi Sogani - Member & Independent Non Ex. Director	4	4
Mr. Radhakrishna Deshraju - Member & Independent Non Ex. Director	4	4
Nadeem Khan - Member and promoter Director	4	4
Mr. G.K. Mishra - Chairman and Independent Non Ex. Director (upto 31 <sup>st</sup> May, 2010)	4	2

\* As appointed as Additional Director w.e.f. 12<sup>th</sup> September, 2009