

18th Annual Report 2011-12



Dollex Industries Ltd



CONTENTS

Board of Directors	1
Notice	2
Directors' Report	4
Corporate Governance Report	7
Management Discussion and Analysis Report	15
CEO/CFO Certification	16
Auditors' Report	18
Balance-Sheet	21
Profit & Loss A/c.	22
Schedules to Financial Statements	23
Cash Flow Statement	34
Attendance Slip & Proxy Form	35

BOARD OF DIRECTORS

Mr. Mehmood Khan	:	Promoter Non Executive Director
Mr. Anis Khan	:	Managing Director
Mr. Vijay Singh Bharkatiya	:	Independent Non Executive Director
Mr. Nawab Raza	:	Independent Non Executive Director
Mr. Radhakrishna Deshraj	:	Independent Non Executive Director
Mr. Sanjay Tiwari	:	Independent Non Executive Director
Mrs. Ruchi Sogani	:	Independent Non Executive Director
Mr. K. G. Mittal	:	Non Executive Director

REGISTERED OFFICE:

601, 6th Floor,
Landmark Residency,
St John Road, Bandra (West),
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:

Link Intime India Pvt. 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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 18TH ANNUAL GENERAL MEETING OF DOLLEX INDUSTRIES LIMITED WILL BE HELD ON FRIDAY THE 27TH JULY, 2012 AT 9.30 A.M AT HOTEL AIRLINK, 75, OFF NEHRU ROAD, NEAR SANTACRUZ AIRPORT, VILE PARLE (EAST), MUMBAI - 400 099 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 31st March, 2012, 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 a Director in place of Mr. Nawab Raza of the company who retires by rotation & being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mrs. Ruchi Sogani of the company who retires by rotation & being eligible offers himself for re-appointment.
4. To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting and to fix their remuneration.

Date : 30th May 2012

Place : Mumbai

Regd Office:

601, 6th Floor,
Landmark Residency,
St John Road, Bandra (West),
Mumbai - 400 050

By Order of the Board
For Dollex Industries Limited

Sd/-
Mehmood Khan
(Director)

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.
4. Members are requested to bring their **Attendance Slip & valid photo Id proof** along with their copy of Annual Report to the Meeting.
5. The Register of Members and Share Transfer Register shall remain closed from Friday the 20th July, 2012 to Friday the 27th July, 2012 (both days Inclusive).
6. 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.
7. Any member requiring further information on accounts at the meeting is requested to send his/her queries in writing to the Managing Director of the Company on or before 27th July, 2012.
8. 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.
9. 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 9.30 a.m. and 1.00 p.m. upto the date of the Meeting.

10. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company has decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

The members are requested to:

- i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
- ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
- iii. Dematerialize the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialised form for all the investors.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 18th Annual Report and the audited accounts for the financial period ended 31st March, 2012.

FINANCIAL RESULTS:

The financial performance of the Company for the financial period ended 31st March, 2012 is summarized below: (i.e. from 1st October, 2011 to 31st March, 2012)

(Rs. In Lacs)

Sr. No.	Particulars	Period ended 31/03/2012	Year ended 30/09/2011
1	Total Revenue	260.90	1736.32
2	Provision for Depreciation	13.31	31.78
3	Profit before taxation	(128.55)	(254.14)
4	Provision for taxation	0.44	0.02
5	Provision for deferred tax	(0.67)	(5.95)
6	Profit(Loss) for the period from continuing operations	(128.32)	(223.20)
7	Net Profit	(128.32)	(223.20)

CHANGE OF ACCOUNTING YEAR:

During the year company's financial year changed from 30th September to 31st March & thus the current financial year is from October 01, 2011 to March 31, 2012 i.e. six months.

RESULTS OF OPERATIONS:

Due to the Change of the Financial year the financial results of the Company cannot be compared that of the previous year figures. During the period company's total revenue of Rs.260.90 as against previous year of Rs.1736.32. Net loss for the period after tax is of Rs.128.32/-

DIVIDEND:

During the period, 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:

During the period Mr. Nawab Raza, Mrs. Ruchi Sogani, Directors of the Company are retiring by rotation & being eligible offers themselves for re-appointment.

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 31st March, 2012 and of the profit or loss of the Company for the Period 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.

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 is 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 period 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.

Conservation of energy, technology absorption : N A.

There are no Foreign Exchange earnings and outgoings during the year.

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.

ACKNOWLEDGMENTS

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.

Place : Mumbai
Date : 30th May' 2012

By Order of the Board
For Dollex Industries Limited
Sd/-
Mehmood Khan
(Director)

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 Directors of the Company comprised of Total 8 (Eight) Directors out of which one (1) is Managing Director, 2 (Two) Non Executive Directors and 5(Five) 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 of the Director	Mr. Nawab Raza
Age	50 yrs
Qualification	Bsc
Expertise in specific functional areas	Marketing & Manufacturing
Directorship in other Indian Public Companies & the membership of the committees of the Board.	Nil
Shareholding	Nil
Mode	Retiring by Rotation and eligible for re-appointment

Name of the Director	Mrs. Ruchi Sogani
Age	32 yrs
Qualification	Master of Business Administration
Expertise in specific functional areas	Advertising & Public Relations
Directorship in other Indian Public Companies & the membership of the committees of the Board.	NIL
Shareholding	NIL
Mode	Retiring by Rotation and eligible for re-appointment

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 period ended 31st March, 2012 there were in total 3 (Three) Board Meetings were held on 31st October, 2011, 14th February, 2012 and 3rd March, 2012. 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. Mehmood Khan (Promoter Director)	3	YES	1	NIL
2	Mr. Radhakrishna Deshraj (Independent Non Executive Director)	3	YES	NIL	NIL
3	Mr. Sanjay Tiwari (Independent Non Executive Director)	3	NO	NIL	NIL
4	Mrs. Ruchi Sogani (Independent Non Executive Director)	3	NO	NIL	NIL
5	Mr. Vijay singh Bharkatiya (Independent Non Executive Director)	3	YES	1	NIL
6	Mr. K.G. Mittal (Independent Non Executive Director)	3	NO	NIL	NIL
7.	Mr. Nawab Raza (Independent Non Executive Director)	3	NO	1	NIL
8.	Mr. Anis Khan (Managing Director)	3	YES	1	NIL

3. 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 and one promoter Director. The audit committee was the reconstituted on 3rd March, 2012.

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

Sr. No.	Name of Director	Designation
1	Mr. Sanjay Tiwari	Chairman and Independent Non Executive Director.
2	Mr. V. S. Bharkatiya	Chairman and Independent Non Executive Director.
3	Mrs. Ruchi Sogani	Member and Independent Non Executive Director.
4	Mr. Mehmood Khan	Member and Promoter Director.

During the year there were in total 3 Audit Committee Meetings were held on 31st October, 2011, 14th February, 2012 and 3rd March, 2012. The Time gap between the two meetings was not more than 4 months.