

19th Annual Report 2012-13



Dollex Industries Ltd

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BOARD OF DIRECTORS

Mr. Anis Khan	Managing Director
Mr. Mehmood Khan	Promoter Non Executive 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

REGISTERED OFFICE:

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

FACTORY:

Kagnoor Village, Taluka Afjalpur,
Dist. Gulbarga, Karnataka.

AUDITOR:

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

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Pvt. Limited.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup, Mumbai – 400 078.
Tel. No.: 022 -25946970
Email: rnt.helpdesk@linkintime.co.in

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 19TH ANNUAL GENERAL MEETING OF DOLLEX INDUSTRIES LIMITED WILL BE ON FRIDAY THE 27TH SEPTEMBER, 2013 AT 10.00 A.M. AT SANA COMMUNITY HALL 9/10/11, PWD SHED, RCB MARG, OPP. NOOR BAUG HALL, MUMBAI - 400009 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, 2013, 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. Mehmood Khan of the company who retires by rotation & being eligible offers himself for re-appointment.
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.
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 : 12th August' 2013

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
(Promoter 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 and Valid Photo Id 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 September, 2013 to Friday the 27th September, 2013 (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 20th September 2013.
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 11.30 a.m. and 1.00 p.m. upto the date of the Meeting.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 19th Annual Report and the audited accounts for the financial year ended 31st March, 2013.

FINANCIAL RESULTS:

The financial performance of the Company for the financial year ended 31st March' 2013 is summarized below:

(Rs. In Lacs)

Sr. No.	Particulars	For the year ended 31st March, 2013	For the period ended 31st March, 2012
1	Total Revenue	132.48	260.90
2	Provision for Depreciation	19.33	13.31
3	Profit before taxation	(46.86)	(128.55)
4	Provision for taxation	NIL	0.44
5	Provision for deferred tax	(6.87)	(0.67)
6	Profit (Loss) for the period from continuing operations	(39.99)	(128.32)
7	Net Profit/Loss	(39.99)	(128.32)

RESULTS OF OPERATIONS:

During the Year under review, the company registered an income of Rs.132.48/- Lacs as against previous year of Rs. 260.90 Lacs. Net Loss after tax is Rs. 39.99/- Lacs. Due to consisting efforts of directors the loss of the Company has reduced to Rs.39.99/- as compared to Rs.128.32/- of previous financial year. Further your directors are looking forward to increase the profitability of Company.

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:

During the year Mr. Mehmood Khan, Mr. Radhakrishna Deshraj, 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, 2013 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.

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 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.

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.

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.

Date : 12th August 2013
Place : Mumbai

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

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 7 (Seven) Directors out of which one is promoter Director and one is Managing Director. There are Five (5) 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 of the Director	Mr. Mehmood Khan
Age	53 yrs
Qualification	Bsc
Expertise in specific functional areas	Manufacturing & Marketing
Directorship in other Indian Public Companies & the membership of the committees of the Board.	Nil
Shareholding	5,88,000
Mode	Retiring by Rotation and eligible for re-appointment

Name of the Director	Mr. Radhakrishna Desh Raju
Age	63 yrs
Qualification	B.E, LLB, MBA
Expertise in specific functional areas	Legal & Finance
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 year ended 31st March, 2013 there were in total 5 (Five) Board Meetings were held on 30th May' 2012, 14th July' 2012, 27th July' 2012, 9th November' 2012 and 5th February' 2013. 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)	5	NO	NIL	NIL
2	Mr. Radhakrishna Deshraj (Independent Non Executive Director)	5	YES	NIL	NIL
3	Mr. Sanjay Tiwari (Independent Non Executive Director)	5	NO	NIL	NIL
4	Mrs. Ruchi Sogani (Independent Non Executive Director)	5	YES	NIL	NIL
5	Mr. Vijay singh Bharkatiya (Independent Non Executive Director)	5	YES	3	NIL
6	Mr. Nawab Raza (Independent Non Executive Director)	5	NO	2	NIL
7	Mr. Anis Khan (Managing Director)	5	NO	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 1 (one) Promoter Director.

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	Member 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 4 Audit Committee Meetings were held on 30th May' 2012, 27th July' 2012, 9th November' 2012 and 5th February' 2013. The Time gap between the two meetings was not more than 4 months.

THE ATTENDANCE AT THE AUDIT COMMITTEE MEETING WAS AS UNDER:

Name of the Director	Category	Status	Number of Meetings	
			Held	Attended
Mr. Sanjay Tiwari	Independent Non Executive Director	Chairman	4	4
Mr. V. S. Bharkatiya	Independent Non-Executive Director	Member	4	4
Mrs. Ruchi Sogani	Independent Non Executive Director	Member	4	4
Mr. Mehmood Khan	Promoter Director	Member	4	4

Broad terms of reference of the Audit Committee are as per following:

- Approving and implementing the Audit procedures and techniques.
- Reviewing audit reports of statutory auditors and management.
- Reviewing financial reporting systems, internal control systems and control procedures.
- Ensuring compliance with regulatory guidelines.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- Reviewing, with management, performance of statutory auditors and adequacy of the internal control systems.
- Reviewing the finding of any internal investigations by the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- Approval of Related party Transactions.
- Reviewing accounting treatment and confirmation of the fact that financial statements are giving true and fair view of the state of affairs of the Company.

4. Remuneration Committee

The Stock Exchange Listing Agreement stipulates that the Remuneration Committee, if constituted, should comprise of at least three Directors all of whom should be Non Ex. Directors, the Chairman of the Committee being an independent Director.

1	Mr. Nawab Raza	Chairman and Independent Non Executive Director.
2	Mr. Sanjay Tiwari	Member and Independent Non Executive Director
3.	Mrs. Ruchi Sogani	Member and Independent Non Executive Director.

Disclosure on Remuneration of Directors

1. All element of remuneration package of individual directors summarized under major groups, such as salary benefits, bonuses, stock option, pension etc. – Mr. Anis Khan has been paid fixed salary of Rs.50,000/- per month & has been not given any performance linked bonus & other incentives.
2. Details of fixed component and performance linked incentives, along with the performance criteria - NIL
3. Service contracts, notice period, severance fees – NIL
4. Stock option details, if any - and whether issued at a discount as well as the period over which accrued and over which exercisable - NIL

Details of remuneration paid to the Executive Directors for the year ended 31st March, 2013

Name	Salary in Rs.	Commission	Perquisites	Retirement Benefits
Anis Khan	6,00,000/- Per Annum	NIL	As per agreement	Nil

During the year there was no remuneration committee meeting held.

Following is the list of Non-Executive Directors, their Shareholdings in the Company and the amount of sitting fee paid during the year ended 31st March, 2013.

Sr. No.	Name of the Non-Executive Directors	Number of Equity Shares	Sitting fee paid (Rs.)	Non convertible Instruments
1.	Mr. Sanjay Tiwari	Nil	25000/-	Nil
2.	Mrs. Ruchi Sogani	Nil	25000/-	Nil
3.	Mr. Radhakrishna Deshraj	Nil	25000/-	Nil
4.	Mr. Vijay Singh Bharkatiya	Nil	25000/-	Nil
5	Mr. Nawab Raza	Nil	25000/-	Nil

5. Shareholders / Investors Grievance Committee

The Shareholder/Investors Grievance Committee has been formed. The committee consists of 3 (three) Non Ex. & Independent Directors. The Committee looks into the shareholder and investors grievances that are not settled at the level of Compliance Officer and helps to expedite the share transfers and related matters.

1	Mr. Sanjay Tiwari	Chairman and Independent Non Executive Director
2	Mrs. Ruchi Sogani	Member and Independent Non Executive Director
3	Mr. Vijay Singh Bharkatiya	Member and Independent Non Executive Director
4	Mr. Mehmood Khan	Member and Promoter Director

During the year there were in total 4 Shareholders/Investors Grievance Committee Meeting were held on 30th May 2012, 27th July 2012, 9th November 2012 and 5th February 2013.

THE ATTENDANCE AT THE SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE MEETING WAS AS UNDER:

Director	No. of Committee meetings attended	No. of Committee meetings held
Mr. Sanjay Tiwari ~ Chairman & Independent Non Executive Director	4	4
Mrs. Ruchi Sogani ~ Member & Independent Non Executive Director	4	4
Mr. Vijay Singh Bharkatiya ~ Member and Independent Non Executive Director	4	4
Mr. Mehmood Khan ~ Member and Promoter Director	4	4

During the year the company received Nil complaint from the shareholders, out of which all the complaints were resolved and Nil remained pending at the end of the year for want of necessary details from the shareholder. Further, during the year, there were no transfers in physical form received and processed.

The Name and address of Compliance officer is as per following:
 Mr. Mehmood Khan – Compliance Officer
 Add: 601, 6th Floor, Landmark Residency,
 St John Road, Bandra (West), Mumbai- 400050
 Email Id : mehmood.khan@dollexindustries.com
 Contact No. :- 022-26415005

6. General Body Meetings:

Details of last three Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2009-2010	29-03-2011	10.00 a.m.	502 Dheeraj Swapna, B Wing, Pali Road, Pali Naka, Bandra (W), Mumbai - 400 050.	N.A.
2010-2011	30-03-2012	10.00 a.m.	Hotel Airlink, 75, Off Nehru Road, Near Santacruz Airport, Vile Parle (East), Mumbai – 400 099.	N.A.
2011-2012	27-07-2012	9.30 a.m.	Hotel Airlink, 75, off Nehru Road, Near Santacruz airport, Vile Parle (East), Mumbai – 400 099.	N.A.

7. Disclosures:

During the year under review, besides the transactions reported elsewhere, there were no other related party transactions with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

There were no instances of Non-compliance on any matter related to the capital market during the past three years and that no penalties or strictures were imposed on the Company by any Stock Exchange or SEBI.

The Board affirms that no person has been denied access to the Audit Committee during the year. The Company has complied with the mandatory provisions of corporate governance and is in the process of adopting the non-mandatory provisions of corporate governance.

8. Means of Communication:

Since the Company's Registered Office is situated at Mumbai, the Quarterly/ Yearly results are normally published in English in Financial Express Newspaper and in Marathi in Mumbai Lakshadweep Newspaper.

Company has its own website in the name of www.dollexindustries.com on which all the corporate information is made available to the general public. It also displays all the official news releases and the presentations made to Institutional Investors.

However there was no presentation made during the year either to the Institutional Investors or to the analysts.

Management Discussion & Analysis Report is attached herewith forming part of the Annual Report.

9. General Shareholders Information:

- The 19th Annual General Meeting is scheduled to be held on Friday, the 27th September' 2013 at 10.00 a.m. at Sana Community Hall, 9/10/11, PWD Shed, RCB Marg, Opp. Noor Baug Hall, Mumbai – 400 009.