

21st Annual Report 2014-15



Dollex Industries Ltd

DOLLEX INDUSTRIES LIMITED
21ST ANNUAL REPORT 2014 – 2015

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BOARD OF DIRECTORS :-

Mr. Mehmood Khan	: Promoter Non-Executive Director	(Din – 00069224)
Mr. Anis Khan (Upto 3 rd November, 2014)	: Managing Director	(Din – 02308572)
Mr. Firoz Khan (w.e.f. 1 st December, 2014)	: Managing Director	(Din – 07032822)
Mr. Vijay Singh Bharkatiya	: Independent Non Executive Director	(Din – 00017285)
Mr. Nawab Raza (upto 23 rd October, 2014)	: Independent Non Executive Director	(Din – 03021218)
Mr. RadhakrishnaDeshraju	: Independent Non Executive Director	(Din – 02786533)
Mr. Sanjay Tiwari	: Independent Non Executive Director	(Din – 02805204)
Mrs. Ruchi Sogani	: Independent Non Executive Director	(Din – 02805170)

STATUTORY AUDITORS :

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

SECRETARIAL AUDITORS :

HS Associates, Company Secretaries, Mumbai.

REGISTERED OFFICE:

Premises No. 201, 2nd floor, ,KhernagarSarvodaya CHS Ltd.,
A-Wing, Building No.11,Khernagar, Bandra (E), Mumbai – 400051 .
Tel: 022 – 26471638 ;Fax : 022 - 26471632
Email id: corporate@dollex.in
Web site: www.dollexindustriesltd.com
CIN: L67120MH1994PLC080560

REGISTRARS & SHARE TRANSFER AGENTS:

Link Intime India Pvt. Limited.
C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup, Mumbai – 400 078
Tel No. : 91 22 2596 3838 ;Fax: 91 22 2594 6969
Email- rnt.helpdesk@linkintime.co.in
CIN: U67190MH1999PTC118368

FACTORIES:

1. Kagnoor Village, TalukaAfjalpur, Dist. Gulbarga, Karnataka.

BANKERS:

Axis Bank Ltd.
The Jammu & Kashmir Bank Ltd

SHARES LISTED AT:

BSE Limited

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 21ST ANNUAL GENERAL MEETING OF DOLLEX INDUSTRIES LIMITED WILL BE HELD ON **SATURDAY THE 26TH SEPTEMBER'2015** AT 10.00 A.M AT RADIO CLUB ,157, ARTHUR BUNDER ROAD , COLABA, MUMBAI - 400 005 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 Statement of Profit and Loss for the year ended March 31, 2015 and the Balance Sheet as at that date together with the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Mr. Mehmood Khan (DIN: 00069224)** of the company who retires by rotation & being eligible offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, pursuant to the resolution passed by members at the AGM held on September 25, 2014 the appointment of M/s P. K. Shishodiya & Co., Chartered Accountants,(Firm Registration No. 03233C) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Fourth Annual General Meeting of the Company to be held in the year 2018 be and are hereby ratified for the financial year 2015-16 to audit the accounts of the Company, including the audit of Cash Flow statements, on a remuneration plus service tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.”

SPECIAL BUSINESS:

4. Appointment of Mr. Firoz Khan (Din No.07032822) as an additional Director of the Company.

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

“RESOLVED THAT Mr. Firoz Khan (Din No.07032822) who was appointed by the Board of Directors as an additional Director of the Company with effect from 1st December, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director of the Company be and is hereby appointed a Director of the Company.”

5. Appointment of Mr. Firoz Khan (DIN 07032822) as Chief Executive Officer and Managing Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 196,197 and other applicable provisions, if any of the Companies Act, 2013 (“Act”) as amended or re-enacted from time to time, read with Schedule V to the Act, the Company hereby approves the appointment and terms of remuneration of Mr. Firoz Khan (Din No.07032822)as the Chief Executive Officer and Managing Director of the Company for a period of Three years with effect from 1st December, 2014 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening Annual General Meeting, (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Firoz Khan (Din No.07032822)

“RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution”.

6. Adoption new set of Articles of Association :

To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association which is placed before the members at this meeting and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. Approval of contracts with related parties :

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

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of Clause 49 (VII) and any other applicable provisions of the Listing Agreement executed with the Stock Exchanges (including any amendment, modification(s) or re-enactment thereof), consent of the members of the Company be and is hereby given for following contracts in which Directors are interested for sale/purchase of goods and services of all kinds or taking of premises on lease from related parties for the period from 1st April, 2014 to 31 March, 2019 i.e. for the period of 5 years details of which are reproduced below:

Sr. No.	Related parties with whom Transactions are Estimated	Relationship	Nature of Transaction	Approval sought for transaction from 1 st April, 2014 to 31st March, 2019
1.	Parvati Sweetners and Power Limited	Mr. Mehmood Khan is a Director and shareholding by his relatives.	Purchase	Rs.50 (Fifty) Crore per annum
2.	Mr. Mehmood Khan	Director of the Company	Lease of office premises	Rs.5 (Five) Lacs per annum
3	Mr. Nadeem Khan	Son of Promoter Director	Lease of office premises	Rs.5 (Five) Lacs per annum

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related party(ies) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company.”

By Order of the Board
For Dollex Industries Limited

sd/-

Mehmood Khan
(Director)

Date: August 13, 2015

Place: Mumbai

Regd Office:

Premises No. 201, 2nd floor, , Khernagar Sarvodaya CHS Ltd.

A-Wing, Building No.11, Khernagar, Bandra (E), Mumbai – 400051.

Tel: 022 – 26471638; Fax: 022 - 26471632

Email id: corporate@dollex.in ; Web site: www.dollexindustriesltd.com

CIN: L67120MH1994PLC080560

NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.** A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the Commencement of the meetings. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. Every member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. The Company has notified closure of Register of Members and Share Transfer Books from Saturday the 19th September 2015 to Saturday the 26th September 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. 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.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
8. Brief profile of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
9. The Ministry of Corporate Affairs, New Delhi (MCA) has taken a "Green Initiative" by permitting paperless compliance by companies vide its Circular No. 17/2011 dated 21.04.2011 and Circular No.18/2011 dated 29.04.2011 after considering certain provisions of the Information Technology Act, 2000 and has clarified that the service of documents by a company can be made through electronic mode instead of sending physical copy of document(s). In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your E-Mail ID with RTA.
10. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2014 - 2015 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
11. Members holding shares in electronic form may note that as per the regulations of NSDL and CDSL, the Company is obliged to print the details on the dividend warrants as furnished by these Depositories i.e. bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the members only to their DPs.

12. Members are advised to register/update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
13. Members desiring any relevant information on accounts at the 21st Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company's registered office at least 7 days before the date of the 21st Annual General Meeting, so as to enable the Company to keep the information ready.
14. Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members are requested to produce the attendance slip duly signed along with photo identity proof i.e. Pan Card / Driving licence / Passport Copy, if any, at the entrance of venue.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
16. Members, who hold shares in :
 - a) Multiple De-mat accounts and/ or
 - b) One or more folios in physical form are advised to consolidate their holdings in single De-mat account.
17. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
18. Members please note that as a measure of economy, copies of the 21st Annual Report will not be distributed at the 21st Annual General Meeting venue.
19. Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
20. Confidentiality of Security Details: Do not disclose your Folio Nos. / DP ID / Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
21. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
22. Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e-voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid.
23. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 19th September' 2015, may cast their vote electronically.
24. In Compliance with the provisions of section 108 of the Act and the Rules framed thereunder, and the Clause 35 B of the listing agreement, the members are provided with the facility to cast their electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed Members though Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the AGM.

25. Mr. Hemant Shetye, Partner of HS Associates, Company Secretaries, C.P. No.1483; Practicing Company Secretary [Membership No. ACS: 2827], has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
26. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be above to exercise their right at the meeting.
27. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
28. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast through ballot Form shall be treated as invalid.

Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Company Secretaries, C.P. No.1483 ; Practicing Company Secretary (Membership No. ACS: 2827), at the Registered Office of the Company situated at Premises No. 201, 2nd floor, Khernagar Sarvodaya CHS Ltd, A-Wing, Building No.11, Khernagar, Bandra (E), Mumbai – 400051 ; not later than Friday, 25th September 2015 (5.00 p.m. IST). Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to corporate@dollex.in by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach M/S. Link Intime India Pvt. Limited. Unit : DOLLEX INDUSTRIES LTD., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup, Mumbai – 400078, Maharashtra : Telephone : 022 – 25946970 ; email: rnt.helpdesk@linkintime.co.in, Maharashtra, Telephone : 91 22- 2596 3838 ; Fax : 91 22- 2594 6969 ; not later than Friday September 25, 2015 (5.00 p.m. IST) Assent/Dissent Form received after this date will be treated as invalid.

29. The instructions for shareholders voting electronically are as under :
- i. The voting period begins on Wednesday the 23rd September 2015 (9.00 a.m. IST) and ends on Friday, 25th September 2015 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Saturday the 19th September , 2015 of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
The shareholders should log on to the e-voting website www.evotingindia.com.
 - ii. Click on Shareholders.
 - iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - iv. Next enter the Image Verification as displayed and Click on Login.
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.
 - v. If you are a first time user follow the steps given below :

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Members holding shares in physical form will then directly reach 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.
- viii. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN No : 150817001 for the relevant Dollex Industries Limited on which you choose to vote.
- x. 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.
- xi. Click on the www.dollexindustries.com/investor-relation/policies/ if you wish to view the entire Resolution details.
- xii. 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.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xv. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- A. In case of members receiving the physical copy of the Notice of The AGM (for Members whose e-mail address are not registered with the Company/Depositories):
- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
 - ii. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.

B. Other instructions:

1. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Saturday the September 19 , 2015

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

2. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the company and make, not later than three days for conclusion of the meeting, a consolidated Scrutinizers report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

The Results declared along with the Scrutinizers Report shall be placed on the Company's website and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE (“BSE”) and Ahmedabad Stock Exchange, where the shares of the Company are listed.

The shareholders can also access the Annual Report 2014-2015 of the Company circulated to the Members of the Company and other information about the Company on Company's website, i.e., www.dollexindustriesltd.com or on Stock Exchange websites, which are www.bseindia.com.

30. Members are requested to come and occupy their seats at least 15 minutes before commencement of 21st Annual General Meeting. Due to SECURITY REASONS, note that briefcase / bags / eatables / electronic gadgets such as a mobile, laptop, camera, etc., will NOT be allowed along with members / proxies in the 21st Annual General Meeting venue during meeting hours. In case any member/proxy brings electronic gadgets or other items mentioned above the same has to be deposited with security outside the 21st AGM venue at the owners' risk.
31. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company requesting the Company to consolidate their holdings in one folio.
32. As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India **“NO GIFTS, GIFT COUPONS OR CASH IN LIEU OF GIFTS SHALL BE DISTRIBUTED TO MEMBERS AT OR IN CONNECTION WITH THE 21st ANNUAL GENERAL MEETING”**.

EXPLANATORY STATEMENT
As required by Section 102(2) of the Companies Act, 2013

Item No. 4 and 5:

The Board appointed Mr. Firoz Khan (DIN: 07032822) as additional Director with effect from 1st December'2014. The Board has also appointed him as a Managing Director with effect from 1st December'2014 for a period three years on the terms and conditions as specified below, subject to the approval of the Members.

As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of the forthcoming Annual General Meeting of the Company, and he is eligible for appointment as Director. The Company received a notice under Section 160 of the Act proposing his candidature for the office of Director of the Company along with the requisite deposit:

The main terms and conditions of appointment of Mr. Firoz Khan (DIN: 07032822) are given below:

A). Tenure of Appointment:

The appointment of the Managing Director is for a period of 3 years with effect from December 1, 2014

B). Perquisites:

- i. Telephone: personal long distance call will be billed to the Managing Director.
- ii. The Company shall reimburse actual entertainment and traveling expenses incurred by the managing director in connection with the company's business:

C). Nature of Duties:

The CEO and Managing Director shall devote his whole time and attention to the business of the Company and shall perform such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such powers as may be assigned to him, Subject to the superintendence, control and directions of the Board in connection with and in the best interests of the business of the company.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No. 4 and 5 of this notice.

Statement containing required information as per category A of part II of sub section II of the schedule V of the Companies Act, 2013

I. General Information :

(1) Nature of industry : Sugar

(2) Date or expected date of commencement of commercial production :

Dollex Industries Limited is a public Limited Company, duly incorporated under the Indian Companies Act 1956 on 24th August, 1994 . It was started commercial production of Sugar w.e.f. year 2006 – 07 After the expiration of lease period i.e. in the year 2012 , there is no manufacturing activity in the company and presently it is engaged in trading of sugar .

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus : Not Applicable

(4) Financial performance based on given indicators: Not Applicable

(5) Foreign investments or collaborations, if any. : Not Applicable

II. Information about the appointee:

- a. Back Ground Details : Mr. Firoz Khan, has an extensive background in the field of production and marketing and having wide experience . He has completed B.E. (MECH) in the year 1997 . He is 41 yrs of ages having about 20 yrs. of experience to his credit.