

KABIRDAS INVESTMENTS LIMITED

ANNUAL REPORT

2009-2010

Directors:
(As on 25th June, 2010)

Shri Pankaj Kumar Bhutoria
Shri Pratap Singh Bhutoria
Shri Rajiv Agarwal
Shri H.B.Belwal
Shri M.C.Upreti

Auditors:
D.P.Kapoor & Co.,
Chartered Accountants

Registrar & Transfer Agent:
MCS Limited
77/24, Hazra Road,
Kolkata – 700 029

Bankers:
Punjab National Bank
74, Janpath, New Delhi – 110 001

HDFC Bank Limited
Central Plaza Branch,
2/6, Sarat Bose Road, Kolkata – 700 020.

Registered Office:
4, Scindia House, New Delhi – 110 001

KABIRDAS INVESTMENTS LIMITED
Regd Office: 4, Scindia House, New Delhi – 110 001

NOTICE

NOTICE is hereby given that the Thirty Sixth Annual General Meeting of the Shareholders of the Company will be held at 'Prittam Delux', B-54, G.T.Karnal Road, Delhi on Saturday the 31st July, 2010 at 10.30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Profit and Loss Account for the year ended 31st March, 2010, the Balance Sheet as at that date and the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director, in place of Shri H. B. Belwal, who retires at the forthcoming Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED that Shri Pratap Singh Bhutoria be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. 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 264(2), 266(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, Shri Pankaj Kumar Bhutoria, be and is hereby appointed as a Director of the Company and pursuant to provisions of Section 198(1), 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII, be designated as the Managing Director of the Company, not liable to retire by rotation, with effect from 01st August, 2010 for a period of 5 years at a remuneration of Rs. 25,000 p.m. only at present and at such remuneration, if any, as may be fixed by the Board at any time, in accordance with the provisions specified in Schedule XIII of the Companies Act, 1956."

6. To consider and, if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to Regulation 12 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 read with regulation 3(1)(e) thereof and all other applicable provisions, if any, and subject to such terms and conditions as may be determined by the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to Shri Pankaj Kumar Bhutoria, to be a co-promoter of the Company and thereby to be in control of the Company jointly with Shri R. H. Dalmia, the present promoter of the Company, without any further act."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT subject to the provisions of Section 17 and 146(2) of the Companies Act, 1956 and confirmation of the Company Law Board/Central Government, the Registered office of the Company be shifted from the Union Territory of Delhi to the State of West Bengal and clause 2 of the Memorandum of Association of the Company be altered by substituting the words “Union Territory of Delhi” by the words “State of West Bengal”.

FURTHER RESOLVED THAT all the Directors of the Company be and are hereby severally authorized to verify, sign, affirm and/or present the petition, application, affidavits and such other documents as may be necessary in relation to the said petition on behalf of the Company.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company.”

By Order of the Board
For **Kabirdas Investments Limited**

Place: New Delhi
Dated: 25 June, 2010

H. B. Belwal
Director

NOTES:

- a) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote, on a poll, in his/her stead and that the proxy need not be a member of the company. Proxies in order to be effective must be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting. (Proxy forms are available at the Registered Office, on request).
- b) The Register of Members and share transfer books will remain closed from 16th July, 2010 to 31st July, 2010 (both days inclusive).
- c) The shares of the Company are registered in electronic form with Central Depository Services (India) Limited (CDSL) under the ISIN-INE268D01019. The company has shifted its share transfer and registry work from M/s MCS Limited, New Delhi to M/s MCS Limited, 77/2A Hazra Road, Kolkata -700 029. The shareholders are, therefore, requested to correspond with the Registrar at the above mentioned address for any matter relating to their shares.
- d) Members are requested to notify immediately the change in their address, if any, to the Registrar and Share Transfer Agent/ Registered Office of the Company. Any communication with the Company will be greatly facilitated, if the Folio Number is quoted in all the correspondence.
- e) In case your share certificates are lost/ misplaced, please intimate without delay under your own signature.
- f) Please note that as per Companies (Amendment) Act, 1999, nomination facility is available to the shareholder and depositors. Nomination forms can be obtained, on request from Registrar/Company.
- g) If you are holding shares in more than one Folio (in case of joint holders, if any shares are held in the same order of names) please write to Registrar to consolidate under one Folio and forward all relevant share certificates to them.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE
COMPANIES ACT, 1956**

ITEM NO. 4

Shri Pratap Singh Bhutoria was appointed as an Additional Director of the Company w.e.f. 25.06.2010. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Shri Pratap Singh Bhutoria holds office upto the date of the forthcoming Annual General Meeting. Notice under Section 257 of the Companies Act, 1956 has been received from a member of the Company, along with deposit of Rs.500/- signifying his intention to propose Shri Pratap Singh Bhutoria as the Director of the Company. Shri Pratap Singh Bhutoria has given a declaration in terms of Section 274 (1)(g) of the Companies Act, 1956 that he is not disqualified to be appointed as a Director of the Company.

Copy of the declaration received from Shri Pratap Singh Bhutoria and the notice under section 257 of the Companies Act, 1956 are available for inspection at the registered office of the Company during all working hours upto the date of the meeting.

Apart from Shri Pratap Singh Bhutoria and Shri Pankaj Kumar Bhutoria, being a relative of Shri Pratap Singh Bhutoria, no other Director is concerned or interested in the resolution.

ITEM NO. 5

Shri Pankaj Kumar Bhutoria was appointed as an Additional Director of the Company w.e.f. 25.06.2010. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Shri Pankaj Kumar Bhutoria holds office upto the date of the forthcoming Annual General Meeting. Notice under Section 257 of the Companies Act, 1956 has been received from a member of the Company, along with deposit of Rs.500/- signifying his intention to propose Shri Pankaj Kumar Bhutoria as the Director of the Company. Shri Pankaj Kumar Bhutoria has given a declaration in terms of Section 274 (1)(g) of the Companies Act, 1956 that he is not disqualified to be appointed as a Director of the Company.

Copy of the declaration received from Shri Pankaj Kumar Bhutoria and the notice under section 257 of the Companies Act, 1956 are available for inspection at the registered office of the Company during all working hours upto the date of the meeting.

The Board is further of the opinion that keeping in view his rich experience, it will be in the interest of the Company that Shri Pankaj Kumar Bhutoria is appointed as a Managing Director of the Company at a remuneration of Rs. 25,000 p.m. only at present and at such remuneration, if any, as may be fixed by the Board at any time, in accordance with the provisions specified in Schedule XIII of the Companies Act, 1956.

Hence, this resolution is placed for the approval of the members of the Company.

Apart from Shri Pankaj Kumar Bhutoria and Shri Pratap Singh Bhutoria, being a relative of Shri Pankaj Kumar Bhutoria, no other Director is concerned or interested in the resolution.

ITEM NO. 6

The existing promoter Shri R H Dalmia has desired to introduce Shri Pankaj Kumar Bhutoria as a co-promoter of the Company with a view to have better growth of the business of the Company. Shri Pankaj Kumar Bhutoria is a proficient entrepreneur, who has a vast experience in investment Companies. With the introduction of Shri Pankaj Kumar Bhutoria as a co-promoter of the Company, the Company shall function as an investment Company under the joint control of Shri R. H. Dalmia and Shri Pankaj Kumar Bhutoria, subject to your necessary approvals. As change in control from single control to joint control may be deemed to be a change in control within the meaning of Regulation 12 read with regulations 2(1)(c) of SEBI (Substantial Acquisition of Shares

and Takeovers) Regulations, 1997, by way of an abundant caution approval of the members is being sought by way of a special resolution in terms of First and Second provisos to the said Regulation 12 in the forthcoming Annual General Meeting as well as through a Postal Ballot. Shri Pankaj Kumar Bhutoria who is presently not holding any equity shares of the Company, is also being simultaneously proposed to be appointed as Managing Director of the Company.

Hence, this resolution is placed for the approval of the members of the Company.

Apart from Shri Pankaj Kumar Bhutoria and Shri Pratap Singh Bhutoria, no other Director is concerned or interested in the resolution.

ITEM NO. 7

The Company's registered office is presently situated in the Union Territory of Delhi. However, in the changed circumstances, major business functions will be carried from Kolkata in the State of West Bengal. Thus, shifting of the Registered Office of the Company would help in carrying on the business activities more economically and efficiently. The Board is, therefore, of the opinion that it would be advisable to shift the Registered Office of the Company from the Union Territory of Delhi to the State of West Bengal.

None of the Directors of the Company is interested in the said resolution.

Your Directors commend the Resolution for your approval.

By Order of the Board
For **Kabirdas Investments Limited**

Place: New Delhi
Dated: 25 June, 2010

H. B. Belwal
Director

KABIRDAS INVESTMENTS LIMITED
Regd. Office : 4 - Scindia House, New Delhi - 110001

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have the pleasure in presenting their Thirty Sixth Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2010.

FINANCIAL PERFORMANCE

Particulars	For the year ended on 31.3.2010 Rs.	For the year ended on 31.3.2009 Rs.
1. Profit before Tax	30,28,955	79,42,781
2. Less: Provision for taxation	9,00,000	24,00,000
3. Profit/Loss after tax	21,28,955	55,42,781
4. Surplus brought forward from previous year	4,32,60,597	3,89,82,063
5. Excess provision for tax for earlier year written back	35,339	6,382
6. Provision for taxation relating to earlier year	(8,018)	(30,203)
7. Surplus available for appropriation	4,54,16,873	4,45,01,023
Less: Transferred to Statutory Fund	4,26,000	11,10,000
Less: Reversal of Profit on sale of Land & Lease Rent	-	1,30,426
8. Balance carried to Balance Sheet	4,49,90,873	4,32,60,597

During the year under review the Company has earned income mainly from interest. The agricultural land of the Company situated at Rajgangpur, District Sundergarh in the State of Orissa has been sold during the year.

DIVIDEND

Your Directors do not recommend payment of dividend for the year under review as there is a need to conserve the resources of the Company.

DIRECTORS

Shri H. B. Belwal, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

Shri R. K. Agrawal has resigned from the Directorship of the Company w.e.f. 1st November, 2009. The Board places on record its deep appreciation for the valuable advice and guideline given by him during his tenure on the Board.

Shri Rajiv Agarwal has been appointed as an Additional Director on 30th October, 2009 to hold office till the conclusion of the next Annual General Meeting of the Company. The Company has not received till date notice pursuant to Section 257 of the Companies Act, 1956, proposing his candidature as the Director of the Company at the ensuing Annual General Meeting. Term of Shri Rajiv Agarwal would expire on the date of ensuing Annual General Meeting and he shall cease to be a Director of the Company if such notice is not received at least 14 days before the date of Annual General Meeting.

Shri Pratap Singh Bhutoria has been appointed as an Additional Director on 25th June, 2010 to hold office till the conclusion of the next Annual General Meeting of the Company. Notice pursuant to Section 257 of the Companies Act, 1956 has been received from a member of the Company, proposing the candidature of Shri Pratap Singh Bhutoria as the Director of the Company at the ensuing Annual General Meeting.

Shri Pankaj Kumar Bhutoria has been appointed as an Additional Director on 25th June, 2010 to hold office till the conclusion of the next Annual General Meeting of the Company. Notice pursuant to Section 257 of the Companies Act, 1956 has been received from a member of the Company, proposing the candidature of Shri Pankaj Kumar Bhutoria as the Director of the Company at the ensuing Annual General Meeting. The Board is further of the opinion that keeping in view his rich experience, it will be in the interest of the Company that Shri Pankaj Kumar Bhutoria is appointed as a Managing Director of the Company in the ensuing Annual General Meeting.

SHIFTING OF REGISTERED OFFICE OF THE COMPANY

The Company's registered office is presently situated in the Union Territory of Delhi. However, in the changed circumstances, major business functions will be carried from Kolkata in the State of West Bengal. Thus, shifting of the Registered Office of the Company would help in carrying on the business activities more economically and efficiently. The Board has, therefore, recommended to the members to pass resolution for shifting of the Registered Office of the Company from the Union Territory of Delhi to the State of West Bengal in the ensuing Annual General Meeting.

DEPOSITS

The Company has not accepted any public deposits in terms of the Non-banking Financial Companies Acceptance of Public Deposits (Reserve Bank) Directions, 1998 during the year under review.

EMPLOYEES PARTICULARS

During the year there was no employee and hence the particulars prescribed under Section 217(2A) of the Companies Act, 1956 read with the Rules and Notifications made thereunder are Nil.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The Company has no activities relating to conservation of energy or technology absorption. The Company has neither earned any foreign exchange nor there was any foreign exchange outgo during the year.

LISTING OF SHARES

In terms of Clause 31 of the listing agreement as amended, it is confirmed that the shares of the Company are listed at Delhi Stock Exchange Association Limited, DSE House, 3/1, Asaf Ali Road, New Delhi – 110002 and Calcutta Stock Exchange Limited, 7-Lyons Range, Calcutta – 700 001. Company has duly paid the requisite listing fee/charges to the stock exchange during the year under consideration.