



## Notice

NOTICE is hereby given that Annual General Meeting of M/S. Dollar Industries Limited will be held at 15 E, Shib Krishna Daw Lane, Phool Bagan, Kolkata – 700 054 on Saturday, the 29th day of September, 2012 at 11.30 A.M. to transact the following business :

### ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2012 and the Profit & Loss Account of the Company for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Bajrang Lal Gupta, who retires by rotation and, being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Krishan Kumar Gupta., who retires by rotation and, being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. Pawan Kumar Agarwal., who retires by rotation and, being eligible, offers himself for re-appointment.
6. To appoint Auditors and to fix their remuneration.

### SPECIAL BUSINESS :

To consider and, if thought fit, to pass with or without modification, the following resolutions as **ORDINARY RESOLUTIONS** –

#### 7. RE-APPOINTMENT OF MR. BAJRANGLAL GUPTA AS WHOLE-TIME DIRECTOR

“RESOLVED THAT in accordance with the provisions of sections 198, 269 (read with Schedule XIII), 309 and other applicable provisions, if any, of the Companies Act, 1956 and subject to any other approvals as may be necessary, the Company hereby approves the re-appointment of Mr. Bajranglal Gupta as Whole Time Director of the Company for a period of 5 (five) years w. e. f. 1st December, 2012 upon such terms and conditions and such remuneration and perquisites as set out in the Explanatory Statement annexed to the notice convening the Annual General Meeting of the Company, with liberty to the Board to alter and / or vary such terms and conditions including remuneration as may be agreed to by the Board of Directors of the Company and Mr. Bajranglal Gupta, provided that in any year the total remuneration, including perquisites of Mr. Bajranglal Gupta shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be necessary, usual or proper for giving effect to the above resolution.”



## Notice

### 8. RE-APPOINTMENT OF MR. BINAY KUMAR GUPTA AS WHOLE-TIME DIRECTOR

**"RESOLVED THAT** in accordance with the provisions of sections 198, 269 (read with Schedule XIII), 309 and other applicable provisions, if any, of the Companies Act, 1956 and subject to any other approvals as may be necessary, the Company hereby approves the re-appointment of Mr. Binay Kumar Gupta as Whole Time Director of the Company for a period of 5 (five) years w. e. f. 1st December, 2012 upon such terms and conditions and such remuneration and perquisites as set out in the Explanatory Statement annexed to the notice convening the Annual General Meeting of the Company, with liberty to the Board to alter and / or vary such terms and conditions including remuneration as may be agreed to by the Board of Directors of the Company and Mr. Binay Kumar Gupta, provided that in any year the total remuneration, including perquisites of Mr. Binay Kumar Gupta shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be necessary, usual or proper for giving effect to the above resolution."

### 9. RE-APPOINTMENT OF MR. KRISHAN KUMAR GUPTA AS WHOLE-TIME DIRECTOR

**"RESOLVED THAT** in accordance with the provisions of sections 198, 269 (read with Schedule XIII), 309 and other applicable provisions, if any, of the Companies Act, 1956 and subject to any other approvals as may be necessary, the Company hereby approves the re-appointment of Mr. Krishan Kumar Gupta as Whole Time Director of the Company for a period of 5 (five) years w. e. f. 1st December, 2012 upon such terms and conditions and such remuneration and perquisites as set out in the Explanatory Statement annexed to the notice convening the Annual General Meeting of the Company, with liberty to the Board to alter and / or vary such terms and conditions including remuneration as may be agreed to by the Board of Directors of the Company and Mr. Krishan Kumar Gupta, provided that in any year the total remuneration, including perquisites of Mr. Krishan Kumar Gupta shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be necessary, usual or proper for giving effect to the above resolution."

### 10. RE-APPOINTMENT OF MR. VINOD KUMAR GUPTA AS MANAGING DIRECTOR

**"RESOLVED THAT** in accordance with the provisions of sections 198, 269 (read with Schedule XIII), 309 and other applicable provisions, if any, of the Companies Act, 1956 and subject to any other approvals as may be necessary, the Company hereby approves the re-appointment of Mr. Vinod Kumar Gupta as Managing Director of the Company for a period of 5 (five) years w. e. f. 1st December, 2012 upon such terms and conditions and such remuneration and perquisites as set out in the Explanatory Statement annexed to the notice convening the Annual General Meeting of



## Notice *(Contd.)*

the Company, with liberty to the Board to alter and / or vary such terms and conditions including remuneration as may be agreed to by the Board of Directors of the Company and Mr. Vinod Kumar Gupta, provided that in any year the total remuneration, including perquisites of Mr. Vinod Kumar Gupta shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956 or any amendments thereto.

**FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, things and matters as may be necessary, usual or proper for giving effect to the above resolution."

**Registered Office:**  
32, J. L. Nehru Road  
Kolkata – 700 071

**By Order of the Board of Directors**  
For Dollar Industries Limited

**Srishtee Sinha**  
*Company Secretary*

**Date:** 30th August, 2012

### **NOTES:**

1. The relevant Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 relating to the Special Business to be transacted at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
3. The Proxies to be effective, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
4. The Register of Members and Transfer Books of the Company will be closed from 25.9.2012 to 29.9.2012 (both days inclusive).

## Notice (Contd.)

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

#### ITEM NO. 7 to 10

Mr. Bajrang Lal Gupta, Mr. Binay Kumar Gupta, Mr. Krishan Kumar Gupta were appointed as Whole-Time Directors of the Company w.e.f. 1st December, 2007 and their terms as Whole-Time Directors would expire on 1st December, 2012. The terms of appointment of Mr. Vinod Kumar Gupta as Managing Director would expire on 1st October, 2013. The Board of Directors of the Company, in its meeting held on 30th August, 2012, subject to the approval of the Shareholders in the ensuing General Meeting, after a review of the matter and considering the same to be necessary and desirable in the interest of the Company, has re-appointed Mr. Bajrang Lal Gupta, Mr. Binay Kumar Gupta, Mr. Krishan Kumar Gupta as Whole-Time Directors and Mr. Vinod Kumar Gupta as Managing Director of the Company w.e.f. 1st December, 2012 to look after the day to day affairs of the Company, in accordance with the provisions of Sections 198, 269 (read with Schedule XIII of the Companies Act, 1956), 309 and other applicable provisions, if any, of the Companies Act, 1956 on the following terms –

#### 1 Salary:

Mr. Bajrang Lal Gupta	₹ 1,50,000/- per month
Mr. Binay Kumar Gupta	₹ 1,50,000/- per month
Mr. Krishan Kumar Gupta	₹ 1,50,000/- per month
Mr. Vinod Kumar Gupta	₹ 2,00,000/- per month

#### 2. Perquisites: The Whole-Time Directors and Mg. Director, in addition to Salary, shall be entitled to the following perquisites which, may be reviewed by the Board from time to time:

- a. **Medical Reimbursement:** Reimbursement of Medical expenses incurred for self and family on actual basis.
- b. **Leave Travel Concession:** For self and family to and from any place in India, once in a year in accordance with the rules of the Company.
- c. **Clubs Fees:** Fees of Clubs, shall be subject to a maximum of two clubs, provided that no life membership or admission fee shall be paid by Company.
- d. **Personal Accident Insurance:** Premium not to exceed ₹ 20,000/- per annum.
- e. **Gratuity:** Gratuity payable shall not exceed half of a month's salary for each completed year of service.
- f. **Car & Telephone:** The Whole-Time Directors and Mg. Director shall be provided cars with drivers and telephones at his residence for company's business as well as for personal use. However, long distance calls for personal use will be billed by the Company.



## Notice (Contd.)

g. **Other Benefits:**

- i. Leave on full pay and allowances as per the rules of the Company but not more than one month's leave for every eleven months' of services. However, leave accumulated but not availed of shall be dealt with as per the Income Tax Rules, 1962, casual and sick leave on full pay and allowance as per rules of the Company.
- ii. The Whole-Time Directors and Mg. Director will be entitled to reimbursement of traveling, entertainment and all other expenses actually and properly incurred for legitimate business need of the Company but subject to rules of the Company framed from time to time.
- iii. The Whole-Time Directors and Mg. Director shall be reimbursed out of pocket expenses as may be incurred by him in the course of discharging their duties in their respective capacities.
- iv. The Whole-Time Directors and Mg. Director, as long as they function as such, shall not be paid any sitting fee for attending meeting of the Board of Directors or any Committee thereof.

**Overall Remuneration:** In the absence or inadequacy of profit of the Company in any financial year, all the Whole-Time Directors and Mg. Director shall be entitled to receive such remuneration as is permissible under Schedule-XIII of the Companies Act, 1956 or any amendments thereof.

None of the Directors is in any way concerned or interested in the above appointment except Mr. Bajrang Lal Gupta, Mr. Binay Kumar Gupta, Mr. Krishan Kumar Gupta, Mr. Vinod Kumar Gupta and Mr. Din Dayal Gupta.

The Mg. Director shall not be subject to retirement by rotation.

The terms of appointment of Whole-Time Directors and Mg. Director have been recommended by the Remuneration Committee.

The existing terms of appointment of Mr. Vinod Kumar Gupta shall stand terminated w.e.f. 1.12.2012.

This may be treated as an abstract pursuant to section 302 of the Companies Act, 1956.

Copies of the appointment letters of Mr. Bajrang Lal Gupta, Mr. Binay Kumar Gupta, Mr. Krishan Kumar Gupta and Mr. Vinod Kumar Gupta are open for inspection by the Members at the Registered Office of the Company during Company's business hours.

The Board recommends adoption of the resolution in the interest of the Company.