

## NOTICE

NOTICE is hereby given that the Thirty Eight Annual General Meeting of the members of Dalal Street Investments Ltd will be held on Tuesday, 15<sup>th</sup> September, 2015 at 11.30 A.M at the Registered Office of the Company at Vishnu Smruti Apartment, 425/35, TMV Colony, Gultekadi, Pune-411037 to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the financial statement of the Company for the year ended 31st March, 2015 including the Audited Balance Sheet as at 31<sup>st</sup> March, 2015 and statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors there on.
2. To appoint a Director in place of Mrs.Rita Pavankumar (DIN: 00322476), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. Ratification of Appointment of Auditors

To ratify the appointment of Auditors for a period of one year and in this regard 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 the Ordinary Resolution passed by the members at the last Annual General Meeting(AGM) held on 26<sup>th</sup> September, 2014,appointing M/s A.K.Nevatia & Associates,(M.No.040403),Chartered Accountants,Mumbai,as the Auditors of the Company to hold office from the conclusion of that AGM to the conclusion of the 40th AGM(subject to ratification of the appointment by the members at every AGM held after that AGM),Section 139 of the Companies Act,2013 and Rules made thereunder and pursuant to the recommendations of the Audit Committee of the Board of Directors, the appointment of M/s A.K.Nevatia & Associates, Chartered Accountants,Mumbai,be and is hereby ratified for a period of one year from the conclusion of this AGM to the conclusion of the next AGM and that the Board of Directors be and are hereby authorized to fix their remuneration as may be determined by the Audit Committee in consultation with the Auditors.”

### SPECIAL BUSINESS

- 4, To appoint Mr.Vijay Kumudchandra Pandya (DIN: 06972614) as an independent Director and in this regard to consider and, if thought fit, to pass, with or without modification(s) the following Resolution as a Special Resolution:

“**RESOLVED THAT** Mr. Vijay Kumudchandra Pandya (DIN: 06972614), who was appointed as an Additional Director of the Company with effect from November 13, 2014 , by the Board of directors and who holds office up to the date of the forthcoming Annual General Meeting of the Company under Section 161 of the companies Act,2013 but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 along with prescribe deposit from a member proposing his candidature, for the office of Director of the Company.

**“RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vijay Kumudchandra Pandya (DIN: 06972614), who has submitted a declaration that he meets the criteria for independence as provided under section 149(6) of the Act and who is eligible for appointment be and is hereby appointed as an Independent Director of the Company to hold office for five (5) consecutive years with effect from the conclusion of this Annual General Meeting till the conclusion of the 43rd Annual General Meeting of the Company to be held in the calendar year 2020 not liable to retire by rotation.”

**RESOLVED FURTHER THAT** the Board 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”.

By order of the Board of Directors of  
DALAL STREET INVESTMENTS LTD

  
(Rita Pavankumar)  
DIRECTOR

Place: Mumbai  
Date:07/08/2015.  
6C-Sindhu House, Nanabhai Lane,  
Flora Fountain, Fort,Mumbai-400001.  
E-mail: info@dalalstreetinvestments.com  
Website: www.dalalstreetinvestments.com  
NOTES:

1, In terms of the provisions of section 105 of the companies Act, 2013, Read with Rule 19 of the companies (Management and administration) Rules, 2014, A member entitled to attend and vote at the Annual General Meeting (The “Meeting”) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The Instrument appointing a proxy should, However, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A person can be a proxy for members not exceeding 50(fifty) and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. Provided that a member holding more than ten percent, of the total share capital of the company carrying voting rights may appoint a single person for any other person or shareholder. A proxy form for the meeting is enclosed.

2,Corporate Members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing such representative(s) to attend and vote on their behalf at the Meeting.

3, The Register of Members and Share Transfer Books shall remain closed from Wednesday, 09<sup>th</sup> September, 2015 to Tuesday, 15<sup>th</sup> September, 2015 (both days inclusive).

4, In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names, shall be entitled to vote.

5, Members holding shares in physical form are requested to kindly notify any change in their address (es) to the Company, so as to enable the Company to address future communications to their correct address (es). Members holding shares in electronic form are requested to notify any change in their address (es) to their respective Depository Participant.

6, In accordance with the provisions of Section-72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, Universal Capital Securities Pvt Ltd and have it duly filled and sent back to them.

7, Relevant documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company on all working days between 10.00 a.m to 3.00 p.m. upto the date of the Meeting.

8, The Securities and exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/Depository Participants as the case may be members holding shares in physical form should submit their PAN details to the Company/Registrar and share transfer Agents of the Company.

9, Members are requested to bring their Client ID and DP ID or folio Numbers, as may be applicable, at the meeting for easy identification at attendance.

10, Members desiring any information as regards to the Accounts are requested to write to the Company at an early date so as to enable the Management to reply at the meeting.

11, Members may address their queries/communications at [info@dalalstreetinvestments.com](mailto:info@dalalstreetinvestments.com) and [investors@dalalstreetinvestments.com](mailto:investors@dalalstreetinvestments.com).

12, The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and Forms part of this Notice.

13, The Annual report of the Company circulated to the Members of the Company, will be made Available on the Company's website at [www.dalalstreetinvestments.com](http://www.dalalstreetinvestments.com).

14, Members are requested to kindly bring their copy of the Annual Report to the Meeting.

15, Voting through electronic means:

{I} In Compliance with provisions of Section-108 of the Companies Act, 2013 and Rule-20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide remote e-voting facility:

**(A) In case of members receiving e-mail:**

- (i) The voting period begins at 09.00 a.m on Saturday, 12th September 2015 and ends on at 05.00 p.m on Monday, 14th September 2015. During this period shareholders' of the Company,

holding shares either in physical form or in dematerialized form, as on the cut-off date 08<sup>th</sup> September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr no affixed on Annual Report, in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both 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 (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xii) Click on the EVSN for the relevant <DALAL STREET INVESTMENTS LTD> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) **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](http://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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (B)** 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- (C) In case of members receiving the physical copy of Notice of AGM :**  
Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.

{II} 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

16,As a part of its Green initiative in Corporate Governance and Circulars issued by the Ministry of Corporate Affairs allowing paperless compliances through electronic mode, soft copy of the Annual Report for 2014-15 will be sent along with the Notice to all the members whose email addresses are registered with the Company/its Registrar/Depository Participant(s) unless any member requests for a hard copy of the same. For members who have not registered their email addresses, the Annual Report 2014-15 along with the Notice will be sent in physical. All those members, who have not yet registered, are requested to register their email address with the Registrar/Depository Participants.



The Notice of the 38<sup>th</sup> Annual General Meeting and the Annual Report 2014-15 will also be available on the Company's website [www.dalalstreetinvestments.com](http://www.dalalstreetinvestments.com) for download by the members. The Physical copies of the aforesaid documents will also be available at the Company's Registered office at Pune. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon receipt of request for the same, by post/courier free of cost.

17, Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their vote again. The Facility for voting through Poll will be made available at the AGM and member attending the AGM who have not cast their vote by remote e-voting will be able to exercise their right to vote through Poll at the AGM.

18, The Company has appointed Mr .Shiv Hari Jalan, Practising Company Secretary (COP No-4226), as a Scrutinizer for conducting the remote e-voting process. He will also act as Scrutinizer at the Poll to be conducted at the meeting in a fair and transparent manner.

19, The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

20, The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in employment of the company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the results of the voting forthwith.

21, The Results declared along with the Scrutinizer Report shall be placed on the Company's website [www.dalalstreetinvestments.com](http://www.dalalstreetinvestments.com) and on the website of CDSL immediately after the declaration of result by the chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited.

22. A shareholder can opt for only one mode of Voting i.e. either by remote E-voting or by Poll Paper. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through Poll Paper shall be treated as invalid.

By order of the Board of Directors of  
DALAL STREET INVESTMENTS LTD

  
(Rita Pavan Kumar)  
DIRECTOR

Place: Mumbai  
Date: 07/08/2015.  
6C-Sindhu House, Nanabhai Lane,  
Flora Fountain, Fort, Mumbai-400001.  
CIN NO-L65990PN1977PLC141282.  
E-mail: [info@dalalstreetinvestments.com](mailto:info@dalalstreetinvestments.com)  
Website: [www.dalalstreetinvestments.com](http://www.dalalstreetinvestments.com)

**ANNEXURE**

**Details of Directors seeking appointment/re-appointment at the Annual General Meeting**

Particulars	Item No.2	Item No.4
Name of the Director	Mrs. Rita Pavankumar	Mr.Vijay pandya
Date of Birth	08/09/1962	16/04/1960
Date of Appointment	29/10/1998	13/11/2014
Qualification	B.com	M.com
Experience	Mrs.Rita Pavankumar is a Commerce Graduate. She is doing business since 1985.	Mr. Vijay Kumudchandra Pandya is M.Com from Mumbai University and more than 35 years of experience in Financial Sector.
List of other Companies in which Directorship held	1, Keen Investment and Leasing Ltd. 2, Miraj Commercial and Trading Pvt Ltd. 3, Zillion Investment company ltd. 4, Multifilms Plastics Pvt Ltd. 5,SM Sheti Seva Private Ltd. 6, Dalal Street Investment Ltd. 7,Shree Bombay Cotton Mills Estate Private Ltd. 8,Mack Trading Company Ltd.	1,Mack Trading Company Ltd
Chairman/Member of the Committee	NIL	1) Chairman of Audit Committee. 2) Member of Nomination and Remuneration Committee.
Number of Shares held in the Company.	350	5000

By order of the Board of Directors of  
DALAL STREET INVESTMENTS LTD

  
 (Rita Pavankumar)  
 DIRECTOR

Place: Mumbai  
 Date: 07/08/2015.  
 6C-Sindhu House,Nanabhai Lane,  
 Flora Fountain, Fort,Mumbai-400001.  
 CIN NO-L65990PN1977PLC141282.  
 E-mail: info@dalalstreetinvestments.com  
 Website: www.dalalstreetinvestments.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.4.

Mr. Vijay Kumudchandra Pandya is M.Com from Mumbai University and more than 35 years of experience in Financial Sector.

Mr. Vijay Kumudchandra Pandya has been appointed as an additional Director on 13<sup>th</sup> November 2014 pursuant to Section-161 of Companies Act-2013, read with Article of the Association of the Company and holds office upto the date of the 43rd Annual General Meeting of the Company as provided under said article but is eligible for appointment.

Mr. Vijay Kumudchandra Pandya who hold the office as a Independent Director for 5(five) consecutive years for a term up to the conclusion of the 43rd Annual General Meeting of the Company to be held in the calendar year 2020.

Section-149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules 2014, provides for appointment of Independent Directors.

It is proposed to appoint Mr. Vijay Kumudchandra Pandya, as Independent Directors under Section-149 of the Act to hold office for 5(five) consecutive years for a term up to the conclusion of the 43rd Annual General Meeting of the Company to be held in the calendar year 2020.

Mr. Vijay Kumudchandra Pandya are not disqualified from being appointed as Directors in terms of Section-164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from Mr. Vijay Kumudchandra Pandya who is a member of the company along with the deposit of requisite amount under section-160 of the Act proposing the candidatures for the office of the Directors of the Company.

The Company has also received declaration from Mr. Vijay Kumudchandra Pandya, that they meet with the criteria of independence as prescribed both under Section 149(6) of the Act .

In the opinion of the Board, Mr. Vijay Kumudchandra Pandya fulfill the conditions for appointment as Independent Directors as specified in the Act and the Listing Agreement. Mr. Vijay Kumudchandra Pandya are independent of the management.

Copy of the draft letters for respective appointments of Mr. Vijay Kumudchandra Pandya, as Independent Directors setting out the terms and conditions are available for inspection by members at the registered office of the Company.

Mr. Vijay Kumudchandra Pandya are interested in the resolutions set out respectively at item Nos. 4 of the Notice with regard to their respective appointments.

The relatives of Mr. Vijay Kumudchandra Pandya may be deemed to be interested in the resolutions set out respectively at Item Nos. 4 of the Notice, to the extent of their shareholding interest, if any, in the Company.



Save and except the above, none of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested financially or otherwise, in these resolutions.

By order of the Board of Directors of  
DALAL STREET INVESTMENTS LTD



(Rita Pavankumar)  
DIRECTOR

Place: Mumbai  
Date: 07/08/2015.  
6C-Sindhu House, Nanabhai Lane,  
Flora Fountain, Fort, Mumbai-400001.  
CIN NO-L65990PN1977PLC141282.  
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