

**27TH**

**ANNUAL REPORT**

**2011 - 2012**

**DHOOT INDUSTRIES LIMITED**

## **DHOOT INDUSTRIES LIMITED**

### **BOARD OF DIRECTORS:**

Mr. Padamchand Dhoot.	:	Managing Director
Mrs. Pushpadevi Dhoot.	:	Promoter Director
Mr. Jugalkishore Tapadia	:	Independent Non Executive Director
Mr. Nitin Agarwal	:	Independent Non Executive Director
Mr. Ramesh Khetan	:	Independent Non Executive Director

### **AUDITORS:**

Shyam C. Agrawal & Co.  
Chartered Accountants,  
Mumbai.

### **BANKERS:**

AXIS Bank Ltd.

### **REGISTRARS & SHARE TRANSFER AGENTS:**

Link Intime India Private Limited  
C-13, Pannalal Silk Mills Compound,  
L.B.S. Marg, Bhandup Mumbai - 400 078.  
Tel No.: 91-22- 25963838  
Fax No. 91-22- 25946969

### **REGISTERED OFFICE & WORKS:**

Shop No. 4, Prathmesh Leela, (w.e.f 2<sup>nd</sup> July 2012)  
Opp. Don Bosco School,  
New Link Road, Borivali (west),  
Mumbai - 400 092.

### **SHARES LISTED AT:**

Bombay Stock Exchange.

### **27<sup>TH</sup> ANNUAL GENERAL MEETING:**

**Date :** 29<sup>th</sup> September 2012  
**Day :** Saturday  
**Time:** 12.00  
**Place:** Shop No.4, Prathmesh Leela, Opp. Don  
Bosco School, New Link Road, Borivali  
(W), Mumbai - 400092.

**NOTICE**

NOTICE IS HEREBY GIVEN THAT THE 27<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF **DHOOT INDUSTRIES LIMITED** WILL BE HELD ON SATURDAY THE 29<sup>th</sup> SEPTEMBER, 2012 AT 12.00. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SHOP NO. 4, PRATHMESH LEELA, OPP. DON BOSCO SCHOOL, NEW LINK ROAD, BORIVALI (W), MUMBAI - 400092.

\*\*\*\*\*

**A. ORDINARY BUSINESS**

1. To receive, consider and adopt the audited accounts for the year ended **31<sup>st</sup> March, 2012** along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nitin Ashok Agrawal, Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
3. 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.

**BY ORDER OF THE BOARD  
DHOOT INDUSTRIES LIMITED**

Sd/-

**PADAMCHAND DHOOT  
(DIRECTOR)**

**DATE: 31<sup>st</sup> August, 2012  
PLACE: MUMBAI**

**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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE PROXIES, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.**
3. The Register of Members and Share Transfer Register shall remain closed from **Saturday the 22<sup>nd</sup> September, 2012 to Saturday, the 29<sup>th</sup> September, 2012** (both days inclusive).
4. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
5. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
6. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidation their holdings in one folio.
7. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company has decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

The members are requested to:

- i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number;
- ii. Quote Registered Folio / Client ID & DP ID in all their correspondence;
- iii. Dematerialise the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialised form for all the investors.

**DHOOT INDUSTRIES LIMITED**

**DIRECTOR'S REPORT**

To,  
The Members,  
**DHOOT INDUSTRIES LIMITED**

Your Directors have great pleasure in presenting **27<sup>th</sup> Annual Report** along with the Audited Balance Sheet and Profit And Loss Account, for the year ended **31<sup>st</sup> March, 2012**.

**1. FINANCIAL RESULTS:**

(Amt. In Rs.)

PARTICULARS	Year ended	
	2012	2011
Total Income	10,19,250	23,46,153
Total Expenditure (Excluding Depreciation)	7,02,950	17,14,730
Gross Profit/(Loss) before Depreciation & Tax	3,16,300	6,31,423
<b>Add/Less:</b> Depreciation (Net)	-	46,160
Profit/(Loss) before Taxation	3,16,300	5,85,283
<b>Less:</b> Provision for Taxation	1,10,000	-
Provision for income Tax & FBT	-	3,14,668
Deferred Tax	-	(2,22,385)
Net Profit/(Loss) after Taxation	2,06,300	4,93,000
Transfer from General Reserve	29,00,669	-
Balance Brought forward from previous year	-	24,07,669
Balance carried forward to Balance Sheet	31,06,969	29,00,669

**2. DIVIDEND:**

In order to conserve the resources, your Directors do not recommend any dividend for this year.

**3. DEPOSITS:**

Your Company did not accept any deposits from the public during the current year.

**4. SHIFTING OF REGISTERED OFFICE:**

During the period under review, company's registered office was change from Shop No. 11, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali (west),

Mumbai - 400 092 to Shop No. 4, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali (west), Mumbai - 400 092 w.e.f. 2<sup>nd</sup> July, 2012.

**5. AUDITORS:**

**M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai** Auditors of the Company are holding the office till the conclusion of ensuing Annual General Meeting and have confirmed their availability for their re-appointment.

**6. SUBSIDIARIES:**

Since the Company has no subsidiaries, provision of Section 212 of the Companies Act, 1956 is not applicable.

**7. DIRECTORS:**

During the year Mr. Nitin Ashok Agrawal is retiring by rotation and being eligible offers himself for reappointment in pursuance of provisions of the Articles of Association of the Company.

**8. DIRECTORS RESPONSIBILITY STATEMENT:**

The Board of Directors hereby confirms,

- a) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) That 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 at the end of the financial year and of the financial year and of the Profit or Loss of the Company for that period.
- c) That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the Annual accounts on a going concern basis.

**9. MANAGEMENT DISCUSSION AND ANALYSIS:**

Management Discussion and Analysis of Financial Condition and Results of Operation of the Company for the year under review, as stipulated in Clause 49 of the Listing

Agreement with the Stock Exchanges, is given as a separate statement in this Annual Report (Annexure 1)

**10. CORPORATE GOVERNANCE CODE:**

Corporate Governance along with the Certificate of the Auditors of your Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchange has been included in this report as Annexure. Your Company has been practicing the principle of good Corporate Governance over the years. The Board of Directors supports the board principles of Corporate Governance over the years. In addition to the basic governing issues, the board lays strong emphasis on transparency, accountability and integrity

**11. COMPLIANCE CERTIFICATE:**

Compliance Certificate as required under section 383A of the Companies Act, 1956 prepared and issued by K.S.V.N.S Kameswara Road & Associates, Company Secretaries is annexed in Annexure 2.

**12. PARTICULARS OF EMPLOYEES:**

There were no employees employed during the whole or part of the year who were in receipt of remuneration aggregating to Rs.2,00,000/- p.m. or Rs.24,00,000/- p.a. hence no particulars are given.

**13. 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:**

**A) Conservation of energy:**

The Operations of the Company are not energy-intensive, though adequate measures have been taken to conserve and reduce energy consumption by using energy-efficient hardware and other equipment in line with the our philosophy is that energy saved is energy produced.

**B) Technology absorption, research and development:**

In its endeavor to obtain and deliver the best, your Company successfully deployed a growing and diverse team of R & D specialist with expertise covering hardware, networking systems software, and database and application software. This helped the Company leverage the latest technologies and deploy/absorb cutting-edge technologies wherever feasible, relevant and appropriate. No separate record of the expenditure incurred on R & D is maintained.

C) There are no Foreign Exchange earnings and outgoings during the year.

**14. APPRECIATION:**

The Directors take this opportunity to thank all the employees, Banks and Customers for their contribution to the Company's performance during the year under review.

**BY ORDER OF THE BOARD  
DHOOT INDUSTRIES LIMITED**

**Sd/-**

**PADAMCHAND DHOOT  
(CHAIRMAN)**

**DATE: 31<sup>st</sup> August, 2012.  
PLACE: MUMBAI**



**COMPLIANCE CERTIFICATE**

CIN of the Company: **L67120MH1985PLC037772.**

Nominal Capital: **Rs.45,000,000/-.**

The Members,  
**DHOOT INDUSTRIES LIMITED,**  
4, PRATHMESH LEELA,  
OPP. DON BOSCO SCHOOL,  
NEW LINK ROAD, BORIVALI (WEST)  
MUMBAI - 400 092. (W.e.f. 02.07.2012)

I have examined the registers, records, books and papers of **DHOOT INDUSTRIES LIMITED** (the "Company") as required to be maintained under the Companies Act, 1956, (the "Act") and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31<sup>st</sup> March, 2012** ("financial year"). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this Certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has not filed any forms and returns as stated in **Annexure 'B'** to this Certificate, with the Registrar of Companies and other authorities.
3. The Company being a Public Limited Company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met **4 (Four)** times respectively on **23<sup>rd</sup> May, 2011, 12<sup>th</sup> August, 2011, 31<sup>st</sup> October, 2012,** and **24<sup>th</sup> January, 2012** in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 16<sup>th</sup> September, 2011 to 22<sup>nd</sup> September, 2011 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.

6. The **Annual General Meeting** for the financial year ended on 31<sup>st</sup> March 2011 was held on **22<sup>nd</sup> September, 2011** after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during financial year ended 31<sup>st</sup> March, 2012.
8. The Company has not advanced any loans to its directors or persons or firms or Companies referred to under Section 295 of the Act.
9. During the year the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 and 301(3) of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not required to obtain any approvals from the Board of Directors, Members or Central Government, as the case may be.
12. The Company has duly issued duplicate share certificates during the financial year.
13. The Company has:
  - (i) Delivered all the securities & on lodgment thereof for transfer of shares in accordance with the provisions of the Act.;
  - (ii) not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year;
  - (iii) not required to post warrants to any members of the Company as no dividend was declared during the financial year;
  - (iv) not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon, which have remained unclaimed or unpaid for a period of seven years, required to be transferred to the Investor Education and Protection Fund as there was no such amounts lying in the books of account of the Company to be transferred so;
  - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and Directors to fill in the casual vacancy during the financial year.

15. The Company has not appointed any Managing Director/whole-time Director/Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such Authorities as prescribed under the various provisions of the Act during the financial year
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has no preference share capital or debentures and as such there was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance, the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. During the year the Company not accepted Loans which are in violation of the provisions of Section 58A read with the Companies (Acceptance of Deposits) Rules, 1975.
24. The amount borrowed by the Company during the financial year ending 31<sup>st</sup> March, 2012 are within the borrowing limits of the Section 293(1)(d) of the Act.
25. The Company has made loans and investments in other bodies corporate in compliance of the provisions of Section 372A of the Act and made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum of Association with respect to the situation of the Company's registered office from one state to another during the financial year under scrutiny.

27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the financial year under scrutiny.
28. The Company has not altered the provisions of the Memorandum of Association with respect to the name of the Company during the financial year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to the share capital of the Company during the financial year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The provisions of Section 418 of the Act are not applicable to the Company during the financial year.

**PLACE: MUMBAI**  
**DATE: 31<sup>st</sup> August, 2012**

**SIGNATURE**

**Sd/-**

**NAME OF COMPANY SECRETARY**  
**K.S.V.N.S.KAMESWARA RAO,**  
**PROPRIETOR,**  
**K.S.V.N.S.KAMESWARA RAO &**  
**ASSOCIATES**  
**C.P. No.: 8339**  
**ACS No.: 22919**

**ANNEXURE "A"**

**REGISTERS AND RECORDS MAINTAINED BY THE COMPANY**

- a) Register of members under Section 150.
- b) Index of members under Section 151.
- c) Register of Transfer.
- d) Registers and Returns under Section 163.
- e) Register of Contracts under Section 301.
- f) Register of Directors, Managing Director, manager and secretary under Section 303.
- g) Register of Directors' shareholdings under Section 307.
- h) Register of charges under Section 143.
- i) Register of Share application and allotment.
- j) Minutes Book under Section 193.
- k) Books of Account under Section 209.
- l) Register of Investments & Loans under section 372A.

**ANNEXURE "B"**

**FORMS AND RETURNS AS FILED BY THE COMPANY WITH THE REGISTRAR OF COMPANIES, DURING THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2012.**

<b>Sr. No</b>	<b>e-Form No</b>	<b>Section</b>	<b>Date of Filing</b>	<b>Particulars</b>
1.	66	383A	18.10.2011	For Compliance Certificate for the year ended 31 <sup>st</sup> March, 2011.
2.	23AC/ACA	220	16.11.2011	For Balance Sheet and Profit & Loss Account for the year ended 31 <sup>st</sup> March, 2009.
3.	20B	159	18.11.2011	For Annual Return for the year ended 31 <sup>st</sup> March, 2011, showing the position as on 22 <sup>nd</sup> September, 2011.
4.	20B	159	19.11.2011	For Annual Return for the year ended 31 <sup>st</sup> March, 2009, showing the position as on 30 <sup>th</sup> September, 2009.
5.	23AC- XBRL & 23ACA XBRL	220	09.12.2011	For Balance Sheet and Profit & Loss Account for the year ended 31 <sup>st</sup> March, 2011.

**PLACE: MUMBAI  
DATE: 31<sup>st</sup> August, 2012**

**SIGNATURE**

**Sd/-**

**NAME OF COMPANY SECRETARY  
K.S.V.N.S.KAMESWARA RAO,  
PROPRIETOR,  
K.S.V.N.S.KAMESWARA RAO &  
ASSOCIATES  
C.P. No.: 8339  
ACS No.: 22919**

## CORPORATE GOVERNANCE REPORT

### 1. Company's philosophy:

The Corporate Governance code as introduced by Security and Exchange Board of India (SEBI) in pursuance of clause 49 of Listing Agreement and subsequently amended w.e.f. 1<sup>st</sup> January, 2006 has implemented by the Company.

Corporate Governance is not merely compliance-it involves leveraging the Company's resources and aligning its activities to consumer needs shareholder benefits and employee growth, thereby delighting all its stakeholders while minimizing risk.

The company believes that to succeed, an organization must maintain global standards of corporate conduct towards all its stakeholders. The Company believes that it is rewarding to be better managed and governed and to identify and align its activities with the national interest. To that end, we as a Company have always focused on good corporate governance- a key driver of sustainable corporate growth and long-term value creation.

The Company has and will continue to focus its resources, strength and strategies in order to achieve this commitment, while upholding the core values of transparency, integrity, honesty and accountability that are fundamental to the Company.

### 2. Board of Directors:

Directors seeking Appointment/Re-appointment at the forthcoming Annual General meeting (pursuant to clause 49 VI (IA) of Listing Agreement).

Name of the Director	Mr. Nitin Ashok Agrawal.
Age	32
Qualification	C. A.
Expertise in specific functional areas	Sales and Marketing
Directorship in other Indian Public Ltd. Company & other firms as on 31.03.2012	Nil
Shareholding	Nil

The Board of the Company comprises of 5 Directors out of which one Managing Director while other One Director is Promoter Director and other three independent Non executive Directors. There are no nominees or Institutional Directors in the Company.

None of Directors has pecuniary or Business relationship with the Company other than as mentioned in the 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.

During the year there were in total 4 (Four) Board Meetings were held i.e. on 23<sup>rd</sup> May, 2011, 12<sup>th</sup> August, 2011 , 31<sup>st</sup> October, 2011, 24<sup>th</sup> January, 2012. Gap between the two meetings was not more than 3 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	Category	No. of Meetings Attended	Attendance at Last AGM	No. Of Other Directorship	No. Of Other Committee membership In other Companies
1.	Mr. Padamchand Dhoot	Managing Director	4	Yes	2	2
2.	Mrs. Pushpadevi Dhoot	Promoter Non Executive Director	4	Yes	1	2
4.	Mr. Jugalkishore Tapadia	Ind. Non Ex. Director	4	Yes	No	No
5.	Mr. Ramesh Khetan	Ind. Non Ex. Director	4	Yes	No	No
6.	Mr. Nitin Agarwal	Ind. Non Ex. Director	4	No	No	No

### 3. Audit Committee

Pursuant to the provisions of section 292(A) of The Companies Act, 1956 & clause 49 of Listing Agreement was formed, The said committee consists of 3 (three) Non Executive Independent Executive Directors out of which one promoter Director.



THE ATTENDANCE AT THE AUDIT COMMITTEE MEETING WAS AS UNDER:

Director	No. of Comimittee Meetings Held	No. of Committee Meetings Attended
Mr. Nitin Agarwal - Chairman & Independent Non Executive Director	4	4
Mr. Jugalkishore Tapadia ~ Member & Independent Non Executive Director	4	4
Mr. Ramesh Khetan - Member & Independent Non Executive Director	4	4
Mr. P.C. Dhoot ~ Member & Promoter Director.	4	4

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

- Reviewing audit reports of statutory auditors with 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.
- Recommending to the Board, the appointment, re-appointment and, if required the replacement or removal of the statutory auditor and fixation of audit fees.
- Appointment of statutory auditor and fixing their remuneration.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

**4. Remuneration Committee**

The Stock Exchange Listing Agreement stipulates that the Remuneration Committee should comprise of at least three Non Ex. Independent Directors accordingly the company constituted the Remuneration Committee. All the three members of the committee are Non Ex. & Independent Directors.

Following are the members of Remuneration Committee.

Mr. Ramesh Khetan - Chairman & Independent Non Executive Director.

Mr. Nitin Agarwal – Member & Independent Non Executive Director.  
Mr. Jugalkishore Tapadia ~ Member & Independent Non Executive Director

There was no meeting of the Remuneration Committee during the financial year 2010-11.

#### Disclosure on Remuneration of Directors

- a) All element of remuneration package of individual directors summarized under major groups, such as salary benefits, bonuses, stock option, pension etc. – NIL
- b) Details of fixed component & performance linked incentives, along with the performance criteria - Mr. P. C. Dhoot has not been paid fixed & has been not given any performance linked bonus & other incentives.
  - a) Service contracts, notice period, severance fees – NIL.
  - b) Stock option details, if any – and whether issued at a discount as well as the period over which accrued and over which exercisable – NIL.

Following is the list of Non – Executive Directors & their Shareholdings in the Company.

Sr. No.	Name of the Non – Executive Directors	Number of Equity Shares	Number of Convertible Instruments	Sitting fees
1.	Mr. Ramesh Khetan	NIL	NIL	NIL
2.	Mr. Nitin Agarwal	NIL	NIL	NIL
3.	Mr. Jugalkishore Tapadia	NIL	NIL	NIL

#### 5. Shareholders/Investors Grievance Committee

The Shareholders/Investors Grievance Committee has been constituted. The committee consists of Three Non Executive & Independent Directors. The committee is chaired by Mr. Ramesh Khetan – Chairman. The committee looks into the shareholder & investors grievance that are not settled at the level of Compliance Officer & helps to expedite the share transfers & related matters.

Following are the members of Committee.

Mr. Ramesh Khetan – Chairman & Independent Non Executive Director.  
Mr. Nitin Agarwal – Member & Independent Non Executive Director.  
Mr. Jugalkishore Tapadia ~ Member & Independent Non Executive Director.

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

Director	No. of Committee Meetings Held	No. of Committee Meetings Attended
Mr. Ramesh Khetan - Chairman & Independent Non Executive Director.	4	4
Mr. Nitin Agarwal - Member & Independent Non Executive Director.	4	4
Mr. Jugalkishore Tapadia ~ Member & Independent Non Executive Director	4	4

**The Name & address of the Compliance Officer;**

Mr. P. C. Dhoot.  
Managing Director.  
Shop No. 4, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali (W),  
Mumbai - 400092.  
Tel.: (022) 66970244 Fax: (022) 66970245  
Email: [dhoot\\_2000@rediffmail.com](mailto:dhoot_2000@rediffmail.com)

**Number of complaints from shareholders during the year ended 31<sup>st</sup> March, 2012.**

Complaints outstanding as on 1<sup>st</sup> April, 2011 : Nil  
Complaints received during the year 31<sup>st</sup> March, 2012 : 2  
Complaints resolved during the year ended 31<sup>st</sup> March, 2012. : 2  
Complaints pending as on 31<sup>st</sup> March, 2012. : Nil

None of the investors' complaints was pending unresolved as on 31<sup>st</sup> March, 2012.

## 6. General Body Meetings:

Details of last three Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2008-2009	30/09/2009	4.00 p.m	Regd. Office	--- N.A---
2009-2010	30/09/2010	4.00 p.m	Regd. Office	-- N.A. ---
2010-2011	22/09/2011	11.00 am	Regd . Office	---N.A---

No special resolution was put through postal ballot during the financial year.

## 7. Disclosures:

During the year under review, besides the transactions reported elsewhere, there were no other related party transactions of material nature 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.

The company's shares were suspended for trading by the Bombay Stock Exchange however the said suspension was revoked by the committee of the Bombay Stock Exchange w.e.f.8<sup>th</sup> June, 2011 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 hereby affirms that no personnel have been denied access to the audit corporate governance.

The company has complied with mandatory requirements of clause 49 of the listing agreement.

The company 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 Free Press Journal paper and in Marathi in Navshakti Paper.

Company has its own website in the name of [www.dhootindustriesltd.com](http://www.dhootindustriesltd.com) on which all the corporate information is made available to the general public. It also displays all the official new releases and the presentations made to Institutional Investors.

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

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

## 9. General Shareholders Information:

1.	Annual General Meeting Date and Time Venue	29 <sup>th</sup> September, 2012 Shop No. 4, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali (West), Mumbai - 400 092.
2.	Financial Calendar	1 <sup>st</sup> April to 31 <sup>st</sup> March
	I quarter results (June 30)	2 <sup>nd</sup> week of August, 2012
	II quarter results (September 30)	On or before 14 <sup>th</sup> November, 2012
	III quarter results (December 31)	On or before 14 <sup>th</sup> February, 2013
	IV quarter results ( March31	On or before 15 <sup>th</sup> May,2013 or if audited on or before 30 <sup>th</sup> May, 2013
3	Date of Book-closure	<b>Saturday</b> the <b>22<sup>nd</sup> September, 2012</b> to <b>Saturday</b> , the <b>29<sup>th</sup> September, 2012</b> (both days inclusive).
4	Listing on Stock Exchanges in India	Bombay Stock Exchange Limited.
5	Listing fees	Paid for 2012-13
6	Registered and corporate office	Shop No. 4, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali (West), Mumbai - 400 092.(w.e.f.2 <sup>nd</sup> July, 2012)
7	Registrar and transfer Agent	Intime Spectrum Registry Limited C-13, Pannalal Silk Mills Compound, L. B. S. Marg, Bhandup, Mumbai - 400 078.
8.	Stock Code/ISIN ?No.	523862/ INE926B01016

Market price data:

i. Market price data:

(All figures in Indian Rupees)

Months	Price		
	High	Low	Close
April-2011	--	--	--
May-2011	--	--	--
June-2011	20	7.23	20
July-2011	12.94	7.23	12.94
August-2011	10.6	6.52	10.6
September-2011	10.25	7.96	10.25
October-2011	9.3	8.5	9.3
November-2011	9.71	7.2	9.71
December-2011	7.88	7.51	7.88
January-2012	7.8	7.13	7.8
February-2012	20	7.23	20
March-2012	12.94	7.23	12.94

(\*\*The prices have been sourced from Bombay Stock Exchange Limited)

a. Share Transfer System

The Share transfer of Securities in Physical form are registered, duly transferred and dispatched within one month of the receipt, if the transfer documents are in order. The share transfer requests are approved every fifteen days.

Address of Registrars and Share Transfer Agent:

Intime Spectrum Registry Limited.

Add: C-13, Pannalal Silk Mills Compound,

L. B. S. Marg, Bhandup Mumbai - 400 078

b. Distribution of Shareholding as on 31<sup>st</sup> March, 2012.

Share holding of Rs.	Nominal Value of Rs.	Shareholders No.	% of Total	Share Amt.	% of Total
				Rs.	
1	500	5061	86.3357	10,98,022	29.4214
501	1000	483	8.2395	4,25,375	11.3979
1001	2000	233	3.9748	3,53,009	9.4588
2001	3000	26	0.4435	65,469	1.7542
3001	4000	9	0.1535	34,318	0.9195

4001	5000	12	0.2047	54,421	1.4582
5001	10000	16	0.2729	1,15,649	3.0988
10001	*****	22	0.3753	15,85,787	42.4910
		5,862	100.00	37,32,050	100.00

c. Dematerialization of securities

The Company's shares were dematerialized w.e.f. 21<sup>st</sup> September, 2001 and 12<sup>th</sup> March, 2001 vide a Tripartite agreement executed between NSDL, CDSL respectively and the Company as on 31<sup>st</sup> March, 2012, 17,02,150 Equity Shares representing 54.61% were held in Demat form & the balance 20,29,900 Equity Shares representing 54.39% were in physical form.

d. Company has not issued ESOP or any GDRs/ ADRs/ Warrants/ Convertible instrument.

e. Since Company is a service provider, the Company don't have any plants as such.

f. Address for correspondence:

Shareholders of the Company can send correspondence at Company's share & Transfer Agent's Office or the Regd. office of the Company situated at following address:

Shop No. 4, Prathmesh Leela,  
Opp. Donbosco School,  
New Link Road, Borivali (W.),  
Mumbai - 400 092.

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **A) INDUSTRY STRUCTURE AND DEVELOPMENT:**

As members are aware the Company's main business is of providing finance for Housing and Developing. The business is totally relied on real estate & is totally and is changing every day with changes in world economy. The said Industry is unpredictable and volatile in nature. Your Directors are taking maximum efforts to safeguard funds of the Company while making investment and in trading in the industry.

### **B) OPPORTUNITIES / OUTLOOK:**

Since your Company is diversified into providing finance, your Directors expect better future outlook. As the Economy and Industrial Sector is developing very fast, there is huge potential which is untapped.

### **C) THREATS:**

The major threats to the Industry will be continuous changes and interest rates fluctuations.

### **D) RISKS AND CONCERNS:**

Your Directors are taking optimum measures to safeguard against such risk of changes that take place & other calamities.

### **E) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:**

The Company has adequate internal control system.

### **F) HUMAN RESOURCES POLICIES:**

The Company has strong belief in Human Resources and accordingly policies are drawn from time to time.

### **G) CAUTIONARY STATEMENT:**

Your Board has taken abundant precaution in selecting and developing its Business.

**BY ORDER OF THE BOARD  
DHOOT INDUSTRIES LIMITED**

**DATE: 31<sup>st</sup> August, 2012**  
**PLACE: Mumbai**

**Sd/-**

**PADAMCHAND DHOOT  
(MANAGING DIRECTOR)**



**A REPORT ON CORPORATE GOVERNANCE BY STATUTORY AUDITORS.**

To,  
The Board of Directors,  
**DHOOT INDUSTRIES LIMITED**  
Shop No. 4, Prathmesh Leela,  
Opp. Donbosco School,  
New Link Road, Borivali (W.),  
Mumbai - 400 092.

We have reviewed the implementation of Corporate Governance produced by the company during the year ended 31<sup>st</sup> March, 2012 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion of the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied in all material respects with the conditions of Corporate Governance.

We further state that our examination of such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Shyam Agarwal & Co.,  
Chartered Accountants

**Shyam Agarwal**  
(Proprietor)

Mumbai,  
31<sup>st</sup> August, 2012

## **DECLARATION**

In accordance with Clause 49 of the Listing Agreement with the Stock Exchange(s) it is hereby declared that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the code of conduct of the Company for the year ended 31<sup>st</sup> March, 2012.

**FOR DHOOT INDUSTRIES LIMITED**

Sd/-

**PADAMCHAND DHOOT  
(CEO)**

**DATE:** 31<sup>st</sup> August, 2012

**PLACE:** Mumbai

**CERTIFICATION BY**  
**CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

To,  
The Board of Directors,  
**DHOOT INDUSTRIES LIMITED**  
Shop No. 4, Prathmesh Leela,  
Opp. Donbosco School,  
New Link Road, Borivali (W.),  
Mumbai - 400 092.

We hereby certify that for the financial year, ending 31<sup>st</sup> March, 2012 on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that:-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
4. we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:
  - a) There have been no significant changes in internal control during the year;
  - b) There have been no significant changes in accounting policies during the year.

- c) There have been no instances of significant fraud of which we are become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

**Sd/-**  
**P.C. DHOOT**  
**(CEO & MANAGING DIRECTOR)**

**Sd/**  
**PANKAJ DHOOT**  
**(CFO)**

**Date: 31<sup>st</sup> August, 2012**

**Place: Mumbai.**

**AUDITOR'S REPORT**

To,  
The Members of  
DHOOT INDUSTRIES LIMITED

1. We have audited the attached balance sheet of DHOOT INDUSTRIES LIMITED, as at March 31, 2012, and also the profit and loss account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that
  - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - iii. The balance sheet and profit and loss account dealt with by this report are in agreement with the books of account;
  - iv. In our opinion, the balance sheet and profit and loss account dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - v. On the basis of written representations received from the directors, as on March 31, 2012 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

- vi. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- a. In the case of the balance sheet, of the state of affairs of the Company as at March 31, 2012; and
  - b. In the case of the profit and loss account, of the profit for the year ended on that date.

**For SHYAM C. AGRAWAL & CO.**  
**Chartered Accountants**

MUMBAI  
DATED

**S.C. AGRAWAL**  
(Proprietor)

**Annexure to the auditor's report of  
DHOOT INDUSTRIES LIMITED**

Referred to in paragraph 3 of our report of even date

- 4(i)(a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) As informed and represented to us, fixed assets have not been physically verified by the management during the period but there is a regular programmed of verification and no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us, the Company has not disposed off a substantial part of fixed assets during the period thereby affecting the going concern.
- 4(ii) The Company have no inventory, hence the said clause is not applicable.
- 4(iii)(a) The Company during the period has granted Interest loans to parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (b) In the Opinion of the Management, the interest rate & other terms and conditions of such loan are not, is prima facie, prejudicial to the interest of the Company.
- (c) There is no Stipulation as to the Period of repayment.
- (d) Thus, We are unable to Comment on regularity of repayment & overdue amount as there is no stipulation for the same.
- (e) The Company had taken loans from parties listed in the register maintained under section 301 of the Companies Act, 1956.
- (f) In the opinion of management, interest rate and the other terms & Condition on which loans have been taken from parties listed in the register maintained under section 301 of the Companies Act, 1956 are not, prima facie, prejudicial to the interest of the company.
- (g) As there is no stipulation for repayment of loan, we are unable to comment on regularity on repayment.

- 4(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the company.
- 4(v)(a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, there are no transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act.
- 4(vi) In our opinion and according to information and explanations given to us, the Company has not accepted deposits from the Director and public within the meaning of section 58A of the Companies Act, 1956 and the rules framed there under are not applicable.
- 4(vii) In our opinion, the company has an internal audit system according to its size and nature of its business.
- 4(viii) The Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for any of the activities of the Company.
- 4(ix)(a) According to information and explanation given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, service tax and other material statutory dues applicable to it which are outstanding for more than Six months from the date they become payable as of 31<sup>st</sup> March 2012.
- (b) According to the records of the Company, there was no disputed statutory dues that have not been deposited on account of the matters pending before appropriate authorities.
- 4(x) The company has no accumulated losses as at March 31, 2012.
- 4(xi) According to the information and explanations given to us, the Company has not defaulted in any repayment of dues to any financial Institution or bank, as applicable, as at the Balance Sheet date.



- 4(xii) As explained to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities and therefore Paragraph 4(xii) of the said Order relating to maintenance of documents and records is not applicable.
- 4(xiii) The Company is not a Chit Fund / Nidhi / Mutual Benefit Fund/Societies. Therefore, the provisions of clause 4(xiii) are not applicable to the company.
- 4(xiv) In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in securities.
- 4(xv) According to the information and explanations given to us, the Company has not given guarantees Loan taken by others from bank or financial institutions and thus clause 4(xv) is not applicable.
- 4(xvi) According to the information and explanations given to us, the term loans were applied for the purpose for which they were obtained by the company.
- 4(xvii) According to the information and explanations given to us, the Company has not raised any funds, short-term or long-term, during the period and therefore Clause 4(xvii) of the said Order relating to usage of such funds is not applicable.
- 4(xviii) According to the information and explanations given to us, during the year the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- 4(xix) According to the information and explanations given to us, during the year covered by our audit report, the Company has not issued any debentures.
- 4(xx) According to the information and explanations given to us, the Company has not made any public issue during the period and accordingly Paragraph 4(xx) of the said Order relating to end use of money raised is not applicable.
- 4(xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For SHYAM C. AGRAWAL & CO.**  
**Chartered Accountants**

MUMBAI  
DATED

**S.C. AGRAWAL**  
(Proprietor)

DHOOT INDUSTRIES LIMITED  
Balance Sheet as at 31st March 2012

(in Rupees)

Particulars		Note No.	31st March 2012	31st March 2011
I.	<b>EQUITY AND LIABILITIES</b>			
1	<b>Shareholders' funds</b>			
	(a) Share capital	1	37,320,500	37,320,500
	(b) Reserves and surplus	2	5,860,740	5,654,440
	(c) Money received against share warrants			
2	<b>Share application money pending allotment</b>		-	-
3	<b>Non-current liabilities</b>			
	(a) Long-term borrowings	3	2,114,800	-
	(b) Deferred tax liabilities (Net)			
	(c) Other Long term liabilities		-	-
	(d) Long-term provisions		-	-
4	<b>Current liabilities</b>			
	(a) Short-term borrowings		-	-
	(b) Trade payables		50,953,278	55,846,619
	(c) Other current liabilities	4	327,097	-
	(d) Short-term provisions		-	-
	<b>TOTAL</b>		96,576,415	98,821,559
II.	<b>ASSETS</b>			
	<b>Non-current assets</b>			
1	(a) Fixed assets			
	(i) Tangible assets	5	-	650
	(ii) Intangible assets		-	-
	(iii) Capital work-in-progress		-	-
	(iv) Intangible assets under development		-	-
	(b) Non-current investments	6	9,985,238	17,379,838
	(c) Deferred tax assets (net)		46,401	51,557
	(d) Long-term loans and advances	7	84,704,937	79,876,007
	(e) Other non-current assets	8	256,908	339,783
2	<b>Current assets</b>			
	(a) Current investments			
	(b) Inventories		-	-
	(c) Trade receivables		-	-
	(d) Cash and cash equivalents	9	1,582,931	1,173,723
	(e) Short-term loans and advances		-	-
	(f) Other current assets		-	-
	<b>TOTAL</b>		96,576,415	98,821,559

Notes Forming Integral Part Of Financial Statements  
AS PER OUR REPORT OF EVEN  
DATE  
FOR SHYAM C. AGRAWAL &  
CO.  
CHARTERED  
ACCOUNTANTS  
Sd/-  
SHYAM C. AGRAWAL  
(PROPRIETOR)  
Membership No. : 31774  
PLACE: MUMBAI  
DATE:

FOR DHOOT INDUSTRIES LTD  
Sd/- Sd/-  
P.C. DHOOT      PUSHPA DHOOT  
(DIRECTORS)

**DHOOT INDUSTRIES LIMITED**  
**Profit and loss statement for the year ended 31.03.2012**

( in Rupees)

Particulars		Refer Note No.	31st March 2012	31st March 2011
I.	Revenue from operations	10	1,010,406	2,346,153
II.	Other income	11	8,844	-340,327
<b>III.</b>	<b>Total Revenue (I + II)</b>		1,019,250	2,005,826
IV.	Expenses:			
	Employee benefits expense	12	-	959,909
	Finance costs	13	-	119,754
	Depreciation and amortization expense		650	46,160
	Other expenses	14	702,300	294,720
	Total expenses		702,950	1,420,543
<b>V.</b>	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>		316,300	585,283
VI.	Exceptional items			
<b>VII.</b>	<b>Profit before extraordinary items and tax (V - VI)</b>		316,300	585,283
VIII.	Extraordinary Items			
<b>IX.</b>	<b>Profit before tax (VII- VIII)</b>		316,300	585,283
X	Tax expense:			
	(1) Current tax		110,000	314,668
	(2) Deferred tax		-	-222,385
<b>XI</b>	<b>Profit (Loss) for the period from continuing operations (VII-VIII)</b>		206,300	493,000
XII	Profit/(loss) from discontinuing operations			
XIII	Tax expense of discontinuing operations			
<b>XIV</b>	<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>		-	-
<b>XV</b>	<b>Profit (Loss) for the period (XI + XIV)</b>		206,300	493,000
XVI	Earnings per equity share:			
	(1) Basic		0.06	0.13
	(2) Diluted		0.06	0.13

Notes Froming Integral Part Of Financial  
Staements

AS PER OUR REPORT OF EVEN DATE

FOR SHYAM C. AGRAWAL & CO.  
CHARTERED ACCOUNTANTS

FOR DHOOT INDUSTRIES LIMITED

Sd/-

SHYAM C. AGRAWAL  
(PROPRIETOR)

Membership No. : 31774

PLACE: MUMBAI

DATE:

Sd/-

P.C. DHOOT  
(DIRECTOR)

Sd/-

PUSHPA DHOOT  
(DIRECTOR)

## DHOOT INDUSTRIES LIMITED

**NOTE 1****Share Capital**

<b>Particulars</b>	<b>31st March 2012</b>		<b>31st March 2011</b>	
<b>Authorised</b>				
45,00,000 Equity Shares of `10 each	45,000,000		45,000,000	
<b>Issued, Subscribed &amp; Paid up</b>				
37,32,050 Equity Shares of `10 each	37,320,500		37,320,500	
<b>Total</b>	<b>37,320,500</b>		<b>37,320,500</b>	

**A) Reconciliation of shares outstanding**

<b>Particulars</b>	<b>Equity Shares</b>	
	<b>Number</b>	<b>Amount</b>
Shares outstanding at the beginning of the year	3,732,050	37,320,500
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	3,732,050	37,320,500

**B) Rights, preferences and restrictions attached to Equity shares**

The Company has one class of equity shares having a par value of ` 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, if any is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

<b>SR NO</b>	<b>Name of Shareholder</b>	<b>-</b>		<b>-</b>	
		<b>No. of Shares held</b>	<b>% of Holding</b>	<b>No. of Shares held</b>	<b>% of Holding</b>
1	PADAMCHAND DHOOT	327,550	8.78	327,550	8.78
2	TOTAL INVESTMENTS PVT. LTD	233,750	6.26	233,750	6.26
	<b>TOTAL</b>	<b>561,300</b>	<b>28.07</b>	<b>561,300</b>	<b>28.07</b>

**NOTE 2**

**Reserves & Surplus**

<u>Particulars</u>	<u>31st March 2012</u>	<u>31st March 2011</u>
-		
<b>a. Capital Reserve</b>	2,634,500	2,634,500
-		
<b>b. Surplus</b>		
Opening balance	3,019,940	2,526,940
(+) Net Profit/ (Net Loss) For the current year	206,300	493,000
Closing Balance	3,226,240	3,019,940
<b>Total</b>	<b>5,860,740</b>	<b>5,654,440</b>

**NOTE 3**

**Long Term Borrowings**

<u>Particulars</u>	<u>31st March 2012</u>	<u>31st March 2011</u>
-		
<b>Unsecured</b>		
<b>(a) From Related Persons</b>		
1 Anuradha Dhoot	189,300	-
2 Pankaj Dhoot HUF	1,925,500	-
Since the above loans are taken on mutual agreement there is fixed repayment schedule		
<b>Total</b>	<b>2,114,800</b>	<b>-</b>

**NOTE 4**

**Other Current Liabilities**

<u>Particulars</u>	<u>31st March 2012</u>	<u>31st March 2011</u>
<b>(a) Other payables</b>		
1 TDS payable	202,944	-
2 Salary Payable	124,153	-
<b>Total</b>	<b>327,097</b>	<b>-</b>

No.5

Fixed Assets

	Particulars	Gross Block		Accumulated Depreciation			Net Block	
		Opening	Closing	Opening	Depreciation charge for the year	Closing	31st March 2012	31st March 2011
a	<b>Tangible Assets</b>							
	Furniture & Fixtures	1,009,231	1,009,231	1,009,231	-	1,009,231	-	-
	Commercial Vehicle	1,021,240	1,021,240	1,021,240	-	1,021,240	-	-
	Factory Vehicle	1,082,355	1,082,355	1,082,355	-	1,082,355	-	-
	Computers	619,850	619,850	619,850	-	619,850	-	-
	Air Conditioners	98,430	98,430	97,780	650	98,430	-	650
	Generators	4,888,370	4,888,370	4,888,370	-	4,888,370	-	-
	<b>Total</b>	<b>8,719,476</b>	<b>8,719,476</b>	<b>8,718,826</b>	<b>650</b>	<b>8,719,476</b>	<b>-</b>	<b>650</b>

**NOTE 6**

**Non- current Investments**

<u>Particulars</u>		<u>31st March 2012</u>	<u>31st March 2011</u>
(A)	<b>Trade Investments</b>		
	Quoted Equity Shares	4,434,400	9,299,000
(B)	<b>Other Investemnst</b>		
1	Unquoted Non- Trade Investments	4,978,838	7,508,838
2	1500 equity shares of ` 10 each fully paid in PCI chemical Ltd.	72,000	72,000
3	Investment in Partnership Firm	500,000	500,000
		<b>9,985,238</b>	<b>17,379,838</b>

**NOTE 7**

**Long Term Loans and Advances**

<u>Particulars</u>	<u>31st March 2012</u>	<u>31st March 2011</u>
	-	-
<b>a. Security Deposits</b>		
Unsecured, considered good	4,000	4,000
	4,000	4,000
<b>b. Loans and advances</b>		
Unsecured, considered good	84,700,937	79,872,007
	84,700,937	79,872,007
	-	-
<b>Total</b>	<b>84,704,937</b>	<b>79,876,007</b>

**NOTE 8**

**Other non-current assets**

<u>Particulars</u>	<u>31st March 2012</u>	<u>31st March 2011</u>
	-	-
1 Advance Tax net of Provision	61,243	127,489
2 Income Tax Refund	195,665	212,295
	-	-
	256,908	339,783

**NOTE 9**

**Cash and cash equivalents**

<u>Particulars</u>	<u>31st March 2012</u>	<u>31st March 2011</u>
	-	-
a. Balances with banks		
1 UTI Bank	1,413,226	4,170
2 Rameshwar Co-operative Bank	130,000	-
b. Cash in hand	39,706	1,169,554
<b>Total</b>	<b>1,582,931</b>	<b>1,173,723</b>

**NOTE 10**

**Revenue from operations**

Particulars	31st March 2012	31st March 2011
	\	\
Interest and other Income	5,299,285	2,346,153
Less : Direct Cost	4,288,879	
<b>Total</b>	<b>1,010,406</b>	<b>2,346,153</b>

**NOTE 11**

**Other Income**

Particulars	31st March 2012	31st March 2011
	\	\
Profit/(Loss) from sale of assets		-340,327
Interest on income tax refund	8,844	
<b>Total</b>	<b>8,844</b>	<b>-340,327</b>

**NOTE 12**

**Employee Benefits Expense**

Particulars	31st March 2012	31st March 2011
	\	\
(a) Salaries and incentives	1,701,018	959,909
(b) Staff welfare expenses	132,450	
<b>Total</b>		<b>959,909</b>

**NOTE 13**

**Finance costs**

Particulars	31st March 2012	31st March 2011
	\	\
Interest & other financial charges	1,954,633	119,754
Bank Charges	21,247	
		119,754



**NOTE 14****Other Expenses**

SR No	Particulars	31st March 2012	31st March 2011
1	Consumption of Stores & Spares		
1	Electricity charges	39,710	37,300
2	Office expenses	164,123	56,708
3	Legal & Professional Fees	96,000	98,907
4	Telephone	12,860	22,265
5	Travelling Expense	87,052	16,141
6	Website charges	7,000	-
7	Rent	150,000	-
8	Conveyance	107,234	-
9	Listing & registration fees	16,950	24,399
10	Petrol & Diesel Expenses	-	20,000
11	Miscellaneous expenses	11,371	-
12	Payments to the auditor as a. auditor,	10,000	19,000
	<b>Total</b>	<b>702,300</b>	<b>294,720</b>

**SIGNIFICANT ACCOUNTING POLICIES:****1. BASIS OF ACCOUNTING:**

The financial statement has been prepared under the historical cost convention principles and provision of Companies Act, 1956 as consistently adopted by the company.

**2. FIXED ASSETS:-**

Fixed Assets(if any) are shown at historical cost. Intangible assets are recorded at their cost of acquisition. Capital expenditure on assets by the company is reflected as a distinct item in Capital Work-in Progress till the period of completion and thereafter in the Fixed Assets.

**3. INVESTMENTS:**

Current Investments(if any) are valued at lower of cost and fair value determined on an individual basis. Long term investments are carried at cost. Provision is made for diminution, other than temporary, in the value of such investment. Premium paid on long term investments is amortized over the period remaining to maturity.

**4. INCOME RECOGNITION**

Dividend is recognized on the basis of receipt and other revenues are recorded on the basis of accrual basis.

**5. DEPRICATION:**

Depreciation(if any) is charged on SLM method at the rates specified in Schedule XIV of the Companies Assets costing up to Rs.5000/- are fully depreciated in the year of capitalization.

**6. CONTIGENT LIABILITIES:**

There are no Contingent liabilities as perceive by the management.

**7. TAXATION:**

Deferred Taxation: The Company has accounted for deferred tax in accordance with accounting standard-22" Accounting for Taxes on Income" issued by The council of the Institute of Chartered Accountants of India.

8. There is no earning in Foreign Exchange nor any expenditure in foreign Exchange.
9. There are no Sundry Creditors at the end of the year who has registered as Small Scale Industries. Hence relevant information is not applicable.
10. Previous year figures have been regrouped, rearranged and recosted to Correspond the figures of the current year.

As per our report of the even date

For: SHYAM C. AGRAWAL & CO.

For : DHOOT INDUSTRIES LIMITED.

Sd/-  
SHYAM AGRAWAL  
M. No:-31774  
Mumbai  
Dated

P.C. DHOOT                  PUSPHA DHOOT  
  
(Directors)

**DHOOT INDUSTRIES LIMITED**

**REGD. OFFICE:** Shop No. 4, Prathmesh Leela, Opp. Donbosco School,  
New Link Road, Borivali (W.), Mumbai - 400 092.

\*\*\*\*\*

**ATTENDANCE SLIP**

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 27<sup>th</sup> **Annual General Meeting** of the Company at **Regd. Office** of the Company on Saturday the 29<sup>th</sup> September, 2012 at \_\_\_\_\_.

\_\_\_\_\_  
Name of the Shareholder

\_\_\_\_\_  
Signature

Folio No. \_\_\_\_\_

\_\_\_\_\_  
(Full name of Proxy)

**Note:** No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report to the Meeting.

**DHOOT INDUSTRIES LIMITED**

**REGD. OFFICE:** Shop No. 4, Prathmesh Leela, Opp. Donbosco School,  
New Link Road, Borivali (W.), Mumbai – 400 092.

\*\*\*\*\*

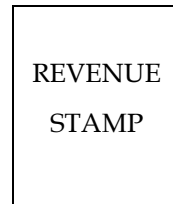
**PROXY FORM**

I/We.....of.....  
..... in the district of ..... being  
a member/members of the above named Company hereby appoint  
..... of ..... in the district  
of..... or failing him ..... of  
.....In the district of  
..... as my / our proxy to vote for me/us on my our  
behalf at the 27<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held at Regd. Office of the  
Company, Saturday the 29<sup>th</sup> September, 2012 and at any adjournment thereof.

Signed this..... day of ....., 2012.

Reg. Folio No.....

No. of Shares .....



---

**Note:** This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.

---