



DHOOT INDUSTRIES LTD.

CIN No. : L67120MH1985PLC037772

2nd September, 2014

To,
DCS -CRD,
BSE Limited.
Dalal Street, Fort,
Mumbai - 400 001.

Sub: Submission of six copies of Annual Report of 2013-2014 along with Form A as per Clause 31 (a) of the Listing Agreement.

Ref: Dhoot Industries Limited Scrip code: 523862.

Dear Sir,

With reference to above captioned subject, we hereby submit you six copies of Annual Reports for the year 2013-2014 duly certified by a Director along with Form A.

Kindly take the same on your record and acknowledge the receipt of the same.

Thanking You.

Yours truly,

FOR DHOOT INDUSTRIES LIMITED

**PADAMCHAND DHOOT
DIRECTOR
(DIN- 01344573)**

Encl.: as above.



DHOOT INDUSTRIES LTD.

CIN No. : L67120MH1985PLC037772

FORM A

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1.	Name of the company	Dhoot Industries Limited
2.	Annual financial statements for the year ended	31 st March, 2014
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.
5.	To be signed by- <ul style="list-style-type: none">• CEO/Managing Director• CFO• Auditor of the company• Audit Committee Chairman	

29TH

ANNUAL REPORT

2013 - 2014

DHOOOT INDUSTRIES LIMITED

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DHOOT INDUSTRIES LIMITED
29th ANNUAL REPORT 2013-2014

BOARD OF DIRECTORS:

Mr. Padamchand Dhoot.	:	Managing Director (DIN: 01344573)	
Mrs. Pushpadevi Dhoot.	:	Promoter Director (DIN: 00118140)	
Mr. Jugalkishore Tapadia	:	Independent Non-Executive Director (DIN: 00363415)	
Mr. Nitin Agrawal	:	Independent Non-Executive Director (DIN: 03315678)	
Mr. Ramesh Khetan	:	Independent Non-Executive Director (DIN: 03315837)	

STATUTORY AUDITORS:

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

BANKERS:

Axis Bank Limited
Rameshwar Co-op 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,
Opp. Don Bosco School,
New Link Road, Borivali (west),
Mumbai - 400 092.
Tel.: 022-66970245 Fax. : 022-66970245
E-Mail : dhoot_2000@rediffmail.com
Website : www.dhootindustriesltd.com

SHARES LISTED AT:

The Bombay Stock Exchange Limited
Delhi Stock Exchange Limited

29th ANNUAL GENERAL MEETING:

Date: 29th September, 2014
Day: Monday
Time: 12.00 p.m
Place: Shop No.4, Prathmesh Leela, Opp. Don
Bosco School, New Link Road, Borivali
(W), Mumbai - 400092.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DHOOT INDUSTRIES LIMITED WILL BE HELD ON MONDAY THE 29TH SEPTEMBER, 2014 AT 12.00 NOON 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 **31st March, 2014** 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 Mrs. Pushpadevi Dhoot (DIN: 00118140), Managing Director of the Company who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Shyam C. Agrawal & Co., Chartered Accountants, (Firm Registration No. 110243W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, travelling and living expenses, etc as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

B. SPECIAL BUSINESS

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

“RESOLVED THAT in accordance with the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 (hereinafter referred to as “the said Act”) approval of the members of the Company be and is hereby accorded to the appointment of Mr. Padamchand Dhoot. (DIN: 01344573) as a Managing Director of the Company for a period of five years with effective from 14th August, 2014, on the terms and conditions of appointment as mentioned in the draft of the Agreement to be entered into between the Company and Mr.

Padamchand Dhoot. (DIN: 01344573, which is placed before the meeting initialled by the Chairman for the purpose of identification."

RESOLVED FURTHER THAT the Board of Directors is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. Jugalkishore Tapadia as an Independent Non-Executive Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 , Schedule IV and other applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jugalkishore Tapadia (DIN - 00363415), Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act,2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office upto 5 (Five) consecutive years upto 31st March, 2019".

6. Appointment of Mr. Nitin Agrawal as an Independent Non-Executive Director of the Company.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 , Schedule IV and other applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nitin Agrawal (DIN - 03315678), Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act,2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office upto 5 (Five) consecutive years upto 31st March, 2019".

7. **Appointment of Mr. Ramesh Khetan as an Independent Non-Executive Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 , Schedule IV and other applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramesh Khetan (DIN - 03315837), Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act,2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office upto 5 (Five) consecutive years upto 31st March, 2019".

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

"RESOLVED THAT in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.10,00,00,000/- . (Rupees Ten Crores Only)."

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

"RESOLVED THAT pursuant to the provisions of section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to such approvals as may be necessary, the consent of the company be and is hereby accorded to the Board of Directors of the Company to lease, mortgage, of the whole or any part of the Company's existing undertaking and/or future undertakings as may be acquired, comprising of any part of its assets and liabilities, as a going concern, on terms and conditions and in such form and in such manner as the Board of Directors of the Company may decide , the total amount involved shall not, at any time exceed Rs.10,00,00,000/- . (Rupees Ten Crores Only)."

...ing, transfer or otherwise dispose of the various assets individually or collectively, comprising of Freehold land along with building, plant & machinery and other assets of the said unit on "As on where on basis" for such consideration to be determined by taking net aggregate of the book value of each of the identified assets less liabilities as appearing in the books of the Company on such date pertaining to the said "Unit" with power to the Board to finalize the terms and conditions as well as means, methods or modes in respect thereof, determining the effective date, if need to be changed, and to finalize and execute all required documents including schemes, agreements, memoranda, deeds of assignment / conveyance and other documents with such modifications as may be required from time to time and to do and perform all such acts, deeds, matters and things as may be deemed necessary and/or expedient in their discretion for completion of the transaction as aforesaid in the best interest of the Company including the power to delegate, in the interest of the Company with full power and authority to the Board of Directors to do all such acts and things as may be necessary, desirable or expedient to give effect to this Resolution."

BY ORDER OF THE BOARD
DHOOT INDUSTRIES LIMITED

Sd/-

PADAMCHAND DHOOT
(DIRECTOR)

DATE 14th August, 2014
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. A Proxy need not be a member of the Company. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this report. A proxy is not entitled to vote except on a poll. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company

carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
3. The Register of Members and Share Transfer Register shall remain closed from day the Monday 22nd September, 2014 to Monday, the 29th September, 2014 (both days inclusive).
4. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to company's registered office (email: dhoot_2000@rediffmail.com) Member are requested to bring their copies of Annual Reports to the Meeting.
7. 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.
8. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
9. 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 consolidate their holdings in one folio.
10. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form SH-13 annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.
11. Details of Directors seeking appointment or re-appointment at the 29th Annual General Meeting pursuant to clause 49IV (G)(1) of the Listing Agreement with Stock Exchange(s) are mentioned in the Corporate Governance Report forming part of this Annual Report.

respective Depository participants.

13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management.
14. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent M/s. Link Intime India Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
15. The Ministry of Corporate Affairs (MCA) has taken on 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. Dematerialize 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.
16. In Compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
 17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

18. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement executed by the company with the BSE Limited and Delhi Stock exchange Limited, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL):

During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cut-off date i.e., **August 22, 2014**, may cast their votes electronically.

The e-voting period commences at 9.00 am on **Monday September 22, 2014** and ends at 6.00 p.m. on **Wednesday September 24, 2014**. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.

A copy of this notice has been placed on the website of the Company and the website of CDSL.

Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries (Membership No.2827) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website dhoot_2000@rediffmail.com on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE Limited.

THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER.

A. In case a Member receives an e-mail from CDSL (for Members whose e-mail address are registered with the Company/Depositories):

(i) Log on to the e-voting website www.evoting.com

- (ii) click on "Shareholders" tab
- (iii) Now, Select the Electronic Voting sequence Number - "EVSN" along with Company Name" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
 - Members holding shares in physical form should enter Folio Number registered with the Company.
- (v) Next enter the image verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company then your existing password is to be used. In case you have forgotten your password & enter the details as prompted by the system.
- (vii) If you are a first time user follow the steps given below.

	For Members holding shares in Demat Form and Physical Form
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"> 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 last 8 digits of the demat account/folio number in the PAN field. In case the folio 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 folio number 100 then enter RA00000100 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat

Details#	account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.
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- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the EVSN 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the relevant EVSN 140905098 of Dhoot Industries Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc) are required to log on to <http://www.evotingindia.co.in> and register themselves as Corporates. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. After receiving the login details they have to create a user who would be able to link the accounts which they wish to vote on. The list of accounts should be mailed to helpdeskevoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

OTHER INSTRUCTION

- a. The e-voting period commence on Monday the 22nd September, 2014 (9.00 a.m. IST) and ends on Wednesday the 24th September, 2014 (6.00 pm IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Friday the 22nd August, 2014 may cast their vote electronically.
- b. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of Friday the 22nd August, 2014.
- c. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- d. Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries (Membership No. FCS 2827) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent Manner.
- e. The scrutinizer shall within a period of not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizers report of the votes cast in favour or against, if any forthwith to the Chairman of the Company.

- f. The results of the e-voting along with the scrutinizers report shall be placed in the Company's website dhoot_2000@rediffmail.com and on the website of CDSL within two working days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchanges where the shares of the Company are listed.
- g. Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries, at the Registered office of the Company not later than Wednesday the 24th September, 2014 (6.00 pm IST)
- h. Ballot Form received after this date will be treated invalid.
- i. A member can opt only for one mode of voting i.e either through e-voting or by Ballot. If a Member casts vote by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

BY ORDER OF THE BOARD
DHOOT INDUSTRIES LIMITED

Sd/-

PADAMCHAND DHOOT
(DIRECTOR)

DATE: 14th August, 2014
PLACE: MUMBAI

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (CORRESPONDING TO SECTION 173(2) OF THE COMPANIES ACT, 1956)

ITEM NO.4:

Mr. Padamchand Dhoot (DIN: 01344573) was appointed as a Managing Director w.e.f. 1st April, 2014 for the period of 5 years without giving any remuneration. The said appointment was recommended by the remuneration committee and subsequently approved by the Board subject to approval of shareholders in the forthcoming Annual General Meeting.

The terms and conditions of appointment of Mr. Padamchand Dhoot. (DIN: 01344573) as the Managing Director:

1. Period

For a period of 5 year effective from 1st April, 2014 to 31st March, 2019

2) Nature of Duties:

Mr. P. C. Dhoot shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him and exercise such power may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its associated companies.

Except Mr. Padamchand Dhoot. (DIN: 01344573) and Mrs. Pushpadevi Dhoot(DIN - 00118140 Directors of the Company, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.7.

Item No.5 to 7:

Pursuant to Sections 149,152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Jugalkishore Tapadia (DIN : 00363415), Mr. Nitin Agrawal(DIN: 03315678) and Mr. Ramesh Khetan (DIN: 03315678) as Independent Directors of the Company upto 5 (five) consecutive years upto 31st March, 2019. The Company has also received notice pursuant to Section 160 of the Companies Act, 2013 from members proposing the appointment of aforesaid Independent Directors.

Brief profiles along with other details of the Independent Directors are as follows:

Name of the Director	Mr. Jugalkishore Tapadia (DIN : 00363415),
Director Identification Number	00363415
Date of Joining Board	30.05.2007
Profile of the Director	He is expert in real estate and capital market
No of Shares Held	10000
Directorship and Committee membership in other companies*	4

Name of the Director	Mr. Nitin Agrawal(DIN: 03315678)
Director Identification Number	03315678
Date of Joining Board	31.12.2005
Profile of the Director	He is top level business expert and he looks after financial and good business opportunities.
No of Shares Held	NIL
Directorship and Committee membership in other companies*	NIL

Name of the Director	Mr. Ramesh Khetan
Director Identification Number	03315837
Date of Joining Board	28.01.2005
Profile of the Director	He is very good at each and all activities relating to administrating of the building.
No of Shares Held	NIL
Directorship and Committee membership in other companies*	2

*Directorships and Committee Memberships in Dhoot Industries Limited and its Committees are not included in the aforesaid disclosure. Also, alternate directorship, directorships in Private Limited Companies, Foreign Companies and Section 8 companies and their Committee membership are excluded. Membership and Chairmanship of Audit Committees and Investors Grievance Committees of only public Companies have been included in the aforesaid table.

Item No. 8 & 9:

The Company proposes to raise terms loans/financial assistance in near future in view of the meeting its working capital needs. The borrowings of loans from the Banks / Financial Institutions will require the Company to create mortgage/charge on the whole or substantially the whole of the undertakings of the Company for the purpose of securing financial assistance.

Therefore, pursuant to the provisions of Section 180 of the Companies Act, 2013; shareholders' approval is required by way of special resolution in general meeting.

Section 180(1)(a) of the Companies Act, 2013 provides, inter-alia, that the Board of Directors of the Company shall not, without the consent of shareholders in the General Meeting, sell, lease or create any security on the assets of the Company or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company, or if Company owns more than one undertaking, of the whole, or substantially the whole, of any such undertaking. Since the mortgage of the Company's immovable and movable properties may be regarded as disposal of Company's properties/undertakings, consent of the Members is being sought for the purpose.

Section 180(1)(c) of the Companies Act, 2013 provides, inter-alia, that the Board of Directors of the Company shall not without the consent of shareholders in the General Meeting borrow moneys where the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loan obtained from the bankers of the Company in the ordinary course of business) exceeding the aggregate of paid-up capital and free reserves of the Company. It is expected that the ceiling may be exceeded after the acceptance of loans/financial assistance and therefore, your Directors place before you the proposal to increase the maximum borrowing limits to Rs. 10,00,00,000/- (Rupees Ten Crores only) at any point of time for your approval.

The Board of Directors accordingly recommends the Resolutions set out at Item Nos. 8 and 9 of the accompanying Notice for the approval of the Members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in aforementioned resolution(s).

BY ORDER OF THE BOARD
DHOOT INDUSTRIES LIMITED

Sd/-

PADAMCHAND DHOOT
(DIRECTOR)

DATE: 14th August, 2014
PLACE: MUMBAI

DHOOT INDUSTRIES LIMITED

DIRECTOR'S REPORT

To,
The Members,
DHOOT INDUSTRIES LIMITED

Your Directors have great pleasure in presenting 29th Annual Report along with the Audited Balance Sheet and Profit And Loss Account, for the year ended 31st March 2014.

1. FINANCIAL RESULTS:

(Amt. In Rs.)

PARTICULARS	Year ended	
	2014	2013
Total Income	2,157,018	1,751,061
Total Expenditure (Excluding Depreciation)	1,581,008	1,113,373
Gross Profit/(Loss) before Depreciation & Tax	576,010	6,37,688
Add/Less: Depreciation (Net)	-	-
Profit/(Loss) before Taxation	576,010	6,37,688
Less: Provision for Taxation	68,502	1,98,050
Provision for income Tax & FBT	-	-
Deferred Tax	41,761	4,640
Net Profit/(Loss) after Taxation	465,747	4,34,998
Transfer from General Reserve		
Balance Brought forward from previous year	36,61,238	32,26,240
Balance carried forward to Balance Sheet	41,26,985	36,61,238

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. AUDITORS:

M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai, who are Statutory Auditors of your Company, is due for retirement in accordance with the provisions of the Companies Act, 1956 at the ensuing Annual General Meeting. He has signified his willingness to be re-appointed as Statutory Auditor of the Company.

M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai is being appointed as the Statutory Auditors of your Company at the ensuing Annual General Meeting. Your Directors recommend his appointment for the ensuing year.

The Company has received letters from M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai, to the effect that his appointment, if made, would be within the prescribed limits under Section 141(3)(g) of the Companies Act, 2013 and that he is not disqualified from being appointed as Statutory Auditors of the Company.

5. AUDITORS' REPORT:

The Auditors' Report to the shareholders did not contain any adverse remarks or qualification.

6. SUBSIDIARIES:

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

7. DIRECTORS:

During the period Mrs. Pushpadevi Dhoot, Directors of the Company are retiring by rotation & being eligible offers themselves for re-appointment.

Impending notification of Section 149 and other applicable provisions of the Companies Act, 2013, your Directors are seeking appointment of Mr. Jugalkishore Tapadia (DIN : 00363415), Mr. Nitin Agrawal(DIN: 03315678) and Mr. Ramesh Khetan (DIN: 03315837) as Independent Directors for five consecutive years for a term upto 31 March 2019

Mr. P. C. Dhoot was appointed as a Managing Director w.e.f. 1st April, 2014.

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. CEO/CFO CERTIFICATION:

Certificate of CEO / CFO of the Company on Financial Statements, Cash Flow for the financial year 2013-14 and Certificate of CEO i.e. Whole Time Director of the Company for compliance with code of conduct by Board members and Senior Management personnel on annual basis are enclosed herewith.

12. COMPLIANCE CERTIFICATE:

Compliance Certificate issued by Messrs G. B. & Associates., is annexed hereto.

13. COMMITTEES OF BOARD:

As on date of this report the Committees of the Board are Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

The composition and other details with respect to Committees are detailed in the Corporate Governance Report which forms part of this Annual Report.

15. STOCK EXCHANGE REQUIREMENTS:

Being listed at BSE Limited, Mumbai, the Company has paid listing fees till March, 2015.

16. 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.5,00,000/- p.m. or Rs.60,00,000/- p.a. hence no particulars are given.

17. 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.

18. 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: 14th August, 2014
Place: Mumbai

CORPORATE GOVERNANCE REPORT

1. Company's philosophy:

The Corporate Governance code as introduced by Security and Exchange Board (SEBI) in pursuance of clause 49 of Listing Agreement and subsequently amended on 1st 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 benefit 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 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. Padamchand Bhanwarlal Dhoot
Age	60
Qualification	Under graduate
Expertise in specific functional areas	Administration & marketing
Directorship in other Indian Public Ltd. Company & other firms as on 31.03.2013	1
Shareholding	167,600 no of shares
Mode	Appointment of Five years for a term upto 31 st March, 2019 as per section 149 of the Companies Act, 2013

Name of the Director	Mr. Jugalkishore Tapadia (DIN : 00363415)
Age	59
Qualification	L.L.B
Expertise in specific functional areas	REAL ESTATE & CAPITAL MARKET
Directorship in other Indian Public Ltd. Company & other firms as on 31.03.2013	4
Shareholding	NIL
Mode	Appointment of Five years for a term upto 31 st March, 2019 as per section 149 of the Companies Act, 2013

Name of the Director	Mr. Nitin Agrawal(DIN: 03315678)
Age	35
Qualification	Chartered accountant
Expertise in specific functional areas	finance
Directorship in other Indian Public Ltd. Company & other firms as on 31.03.2013	NIL
Shareholding	NIL
Mode	Appointment of Five years for a term upto 31 st March, 2019 as per section 149 of the Companies Act, 2013

Name of the Director	Mr. Ramesh Khetan (DIN: 03315678)
Age	48
Qualification	Under graduate
Expertise in specific functional areas	Sales and marketing
Directorship in other Indian Public Ltd. Company & other firms as on 31.03.2013	2
Shareholding	NIL
Mode	Appointment of Five years for a term upto 31 st March, 2019 as per section 149 of the Companies Act, 2013

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 5 (Five) Board Meetings were held i.e. on 20th May, 2013, 8th August, 2013, 21st August, 2014, 30th October, 2013 and 7th February, 2014. The maximum time 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	5	Yes	2	2
2.	Mrs. Pushpadevi Dhoot	Promoter Non Executive Director	5	Yes	1	2
4.	Mr. Jugalkishore Tapadia	Ind. Non Ex. Director	5	Yes	1	No
5.	Mr. Ramesh Khetan	Ind. Non Ex. Director	5	Yes	No	No
6.	Mr. Nitin Agarwal	Ind. Non Ex. Director	5	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 4 (Four) Directors out of which three are Non Executive Independent Executive Directors and one promoter Director.

THE ATTENDANCE AT THE AUDIT COMMITTEE MEETING WAS AS UNDER:

Director	No. of Committee 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.

During the year there were in total 4 Audit Committee Meetings were held on 20th May, 2013, 8th August, 2013, 30th October, 2013 and 7th February, 2014 . The Time gap between the two meetings was not more than 4 months.

4. Nomination and 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 Agrawal - 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 2013-14.

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 bonus & 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 Relationship and Investors Grievance Committee

The Shareholders Relationship and 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.

During the period there were in total 4 Shareholders/Investors Grievance Committee Meeting were held on 20th May, 2013, 8th August, 2013, 21st August, 2014, 30th October, 2013 and 7th February, 2014.

THE ATTENDANCE AT THE SHAREHOLDERS RELATIONSHIP AND 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.
Compliance officer
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

Number of complaints from shareholders during the year ended 31st March, 2014.

Complaints outstanding as on 1st April, 2013 : 0
Complaints received during the year 31st March, 2014 : 0
Complaints resolved during the year ended 31st March, 2014. : 0
Complaints pending as on 31st March, 2014. : 0

None of the investors' complaints was pending unresolved as on 31st March, 2014.

6. General Body Meetings:

Details of last three Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2010-2011	22/09/2011	11.00 am	Regd . Office	---N.A---
2011-2012	29/09/2012	12.00 Noon	Regd . Office	---N.A---
2012-2013	29/09/2013	12.00 Noon	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, management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the Company at large.

The board hereby affirms that no personnel have been denied access to the audit and 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/ year results are normally published in English and Marathi newspapers.

Company has its own website in the name of www.dhootindustries.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 th September, 2014 At 11.00 a.m Shop No. 4, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali (West), Mumbai - 400 092.
2.	Financial Calendar	1 st April, 2014 to 31 st March, 2015
	I quarter results (June 30)	2 nd week of August, 2014
	II quarter results (September 30)	On or before 14 th November, 2014
	III quarter results (December 31)	On or before 14 th February, 2015
	IV quarter results (March 31)	On or before 30 th May, 2015
3	Date of Book-closure	Monday the 22 nd September, 2014 to Monday the 29 th September, 2014 (both days inclusive).
4	Listing on Stock Exchanges in India	BSE Limited.
5	Listing fees	Paid for 2013-14
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 nd July, 2012)
7	Registrar and transfer Agent	Link Intime India Private 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	Volume
April-2013	2.68	2.32	2.32	1219
May-2013	2.21	2.00	2.00	1200
June-2013	--	--	2.00	0
July-2013	1.91	1.82	1.91	700
August-2013	--	--	1.91	0
September-2013	--	--	1.91	0
October-2013	1.82	1.82	1.82	200
November-2013	1.81	1.56	1.56	2598
December-2013	1.63	1.50	1.50	1199
January-2014	--	--	1.50	0
February-2014	--	--	1.50	0
March-2014	1.43	1.43	1.43	600

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

a. Share Transfer System

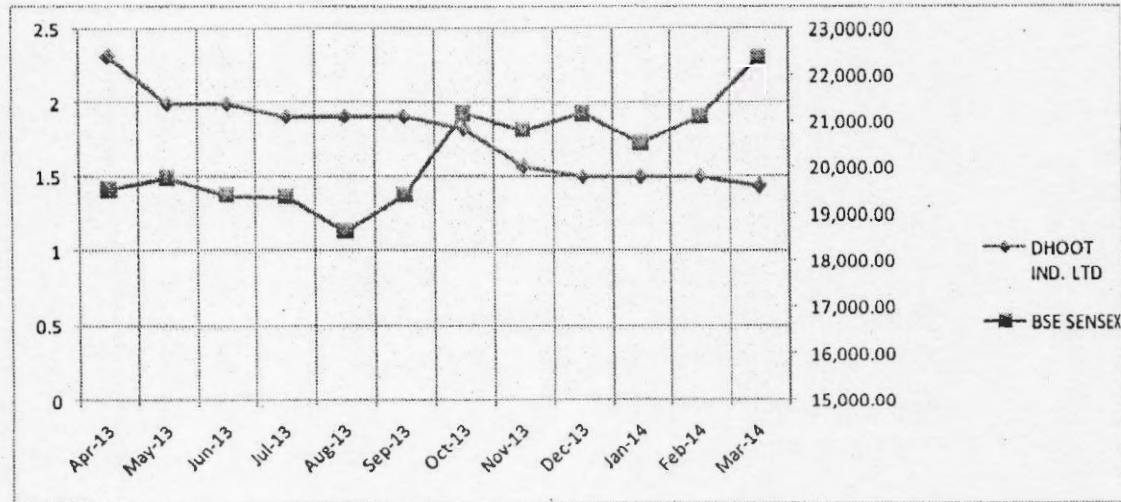
The Share transfer of Securities in Physical form are registered, duly transferred and dispatched within 15 days of the receipt, if the transfer documents are in order. The share transfer requests are approved every fifteen days.

Address of Registrars and Share Transfer Agent:
Link Intime India Private Limited.
Add: C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup Mumbai - 400 078

ii. Performance in comparison to broad-based indices such as BSE Sensex

INDICES - SENSEX .

RELATIVE PERFORMANCE OF SHARE PRICE OF DHOOT INDUSTRIES LIMITED
V/S
BSE SENSEX



b. Distribution of Shareholding as on 31st March, 2014.

Share holding of Rs.	Nominal Value of Rs.	Shareholders No.	% of Total	Shares	% of Total
1	5000	5027	86.3152	1092610	29.2764
5001	10000	479	8.2246	422237	11.3138
10001	20000	230	3.9492	347538	9.3123
20001	30000	28	0.4808	70848	1.8984
30001	40000	10	0.1717	37817	1.0133
40001	50000	12	0.2060	54421	1.4582
50001	100000	17	0.2919	120792	3.2366
100001	*****	22	0.3606	1585787	42.4910
		5842	100.0000	3732050	100.0000

c. Dematerialization of securities

The Company's shares were dematerialized w.e.f. 21st September, 2001 and 12th March, 2001 vide a Tripartite agreement executed between NSDL, CDSL respectively and the Company as on 31st March, 2014, 17,12,850 Equity Shares representing 45.9% were held in Demat form & the balance 20,19,200 Equity Shares representing 54.10% 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.
Tel. : 022-66970245 Fax. : 022-66970245,
Email: dhoot_2000@rediffmail.com
Website: www.dhootindustriesltd.com

FORM

[See Rule 3]

COMPLIANCE CERTIFICATE

CIN	L67120MH1985PLC037772
Nominal Capital	Rs. 45,000,000/-
Paid-up Capital	Rs. 37,320,500/-

To,
The Members,
DHOOT INDUSTRIES LIMITED
4, Prathamesh Leela,
Opp: Don Bosco School,
New Link Road,
Borivali (West),
Mumbai - 400 092

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 (to the extent not repealed) and the Companies Act, 2013 (to the extent notified) (hereinafter referred as the "Act" unless specified otherwise) 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 **31st March, 2014** ("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 filed forms and returns as stated in **Annexure 'B'** to this Certificate, with the Registrar of Companies as prescribed under the Act and the rules made there under & wherever the documents are filed late, the additional filing fees have been paid.
3. The Company being a Public Limited company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met **5 (Five) times** on **20th May, 2013, 8th August, 2013, 21st August, 2014, 30th October, 2013 and 7th February, 2014** 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 has closed its Register of Members and share Transfer Books from **23rd September, 2013 to 30th September, 2013 (both days inclusive)** and the necessary compliance of Section 154 of the Act has been made.
6. The **Annual General Meeting** for the financial year ended **31st March, 2013** was held on **30th September, 2013** 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 the financial year under review.
8. The Company has advanced loans to its Director and /or relatives of Director or other persons or firms or Companies as specified under Section 295 of the companies Act, 2013 without obtaining approval of Central Government. Likewise the loan advanced to its

Directors and or their relatives and other persons are not in compliance of Section 185 of the Companies Act, 2013.

9. As per the information provided, the Company has not entered into any contracts falling within the purview of Section 297 of the Act during the financial year.
10. The Company has made necessary entries in the register maintained under section 301 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act during the financial year, the Company was not required to obtain any approvals from the Board of Directors, Members or Central Government, as the case may be.
12. The Company has not issued any Duplicate Share Certificate(s) during the financial year.
13. The Company has:
 - i) Delivered Share Certificate(s) pursuant to transfer of Equity Shares during the financial year. Apart from this there was no allotment or transmission of Shares during the financial year.
 - ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year;
 - iii) The Company was not required to post warrants to any member of the Company as no dividend was declared during the financial year;
 - iv) not required to transfer any amounts to Investor Education and Protection Fund as there was no amounts which were required to be transferred to the said fund were lying in the books of accounts of the Company;
 - v) Duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There were no appointment of any Additional Director and / or Alternate Director and / or Director to fill casual vacancy during the financial year.
15. The Company has not appointed any Managing Director or Whole-time Director or Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was required to obtain any approvals of the Central Government for the Loan advanced under Section 295 of the Act. Apart from this, the Company was not required to obtain approval from Company Law Board, Regional Director, Registrar of Companies and or such other 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 or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of Preference Shares or Debentures during the financial year as the Company does not have any Preference Share Capital or Debentures.

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. The Company has accepted unsecured loans falling within the purview of Section 58A of the Act read with the Companies (Acceptance of Deposit) Rules, 1975, without complying with the provisions of the Act including rules mentioned thereunder.
24. The total amount borrowed by the Company from Directors, Public financial Institutions, Banks, and others at the end of financial year exceeds the borrowing limits prescribed under Section 293(1)(d) of the Act however the necessary approval from Shareholders for the same have been obtained in the earlier years.
25. The investments made in other body corporate or guarantee given or security provided in connection to the loan made to any other person or body corporate or securities acquired of other body corporate(s) are within the limits as prescribed under Section 372A of the Act.
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 Object clause 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 under scrutiny.
31. As informed, there was no prosecutions 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: 14th August, 2014.

SIGNATURE

Sd/-

NAME OF COMPANY SECRETARY
GAUTAM BHANDARI
PROPRIETOR
GB & ASSOCIATES
CP. No.: 10249
ACS No.: 27163.

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) Register 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 Inter Company Investments under section 372A.

ANNEXURE "B"

FORMS AND RETURNS AS FILED BY THE COMPANY WITH THE REGISTRAR OF COMPANIES DURING THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2014.

Forms	Sections	Date of filing	Particulars
e-Form 66	383A(1)	19.10.2013	For Compliance Certificate for the year ended 31 st March, 2013.
e-Form 23AC XBRL and e-Form 23ACA XBRL	220	30.10.2013	For Balance Sheet and Profit & Loss Account for the year ended 31 st March, 2013 in XBRL Mode.
e-Form 20B	159	29.11.2013	For Annual Return for the year ended 31 st March, 2013.
e- form 17	138	03.01.2014	Satisfaction of charge

PLACE: Mumbai
DATE: 14th August, 2014.

SIGNATURE

Sd/-

NAME OF COMPANY SECRETARY
GAUTAM BHANDARI
PROPRIETOR
GB & ASSOCIATES
CP. No.: 10249
ACS No.: 27163.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

As members are aware the Company's main business is of Granite Manufacturing Mining. 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 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 Manufacturing & Mining Industry of Granite your Directors expect better future outlook. As the Economy and Industrial Sector developing very fast, there is huge potential which is untapped.

C) THREATS:

The major threats to the Industry will be continuous changes and export in the Chinese Market and round the clock development of artificial flooring & other material.

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
DHOOOT INDUSTRIES LIMITED

DATE: 14th August, 2014
PLACE: Mumbai

Sd/-

PADAMCHAND DHOOOT
(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 31st March, 2014 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

Sd\-

Shyam Agarwal
(Proprietor)

Mumbai,
14th August, 2014

DECLARATION

In accordance with Clause 49 of the Listing Agreement with the Stock Exchange(s) hereby declared that all the Directors and Senior Management Personnel of Company have affirmed compliance with the code of conduct of the Company for year ended 31st March, 2014.

FOR DHOOT INDUSTRIES LIMITED

Sd/-

**PADAMCHAND DHOOT
(CEO)**

DATE: 30th May, 2014

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 31st March, 2014 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: 30th May, 2014
Place: Mumbai.

AUDITOR'S REPORT

To the Members of DHOOT INDUSTRIES LTD

Report on the Financial Statements

We have audited the accompanying financial statements of DHOOT INDUSTRIES LTD., which comprise the Balance Sheet as at March 31, 2014, and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 read with the General Circular 15/2013 dated 13 September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error..

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit

procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

Referred to in paragraph 3 of our report of even date

- 4(i) The Company have no fixed assets, hence the said clause is not applicable.
- 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 31st March 2014.
- (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, 2014.
- 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

PLACE : MUMBAI
DATE- 19-06-2014

SD/-
S.C. AGRAWAL
(Proprietor)
M.No. 031774

PART I - Form of BALANCE SHEET

DHOOT INDUSTRIES LIMITED
Balance Sheet as at 31st March 2014

(in Rupees)

Particulars		Note No.	31st March 2014	31st March 2013
I. EQUITY AND LIABILITIES				
1 Shareholders' funds				
(a)	Share capital	1	37,320,500	37,320,500
(b)	Reserves and surplus	2	6,761,485	6,295,738
(c)	Money received against share warrants			
2 Share application money pending allotment				
3 Non-current liabilities				
(a)	Long-term borrowings	3	60,474,195	61,528,434
(b)	Deferred tax liabilities (Net)			
(c)	Other Long term liabilities	4	300,000	729,535
(d)	Long-term provisions		-	-
4 Current liabilities				
(a)	Short-term borrowings		-	-
(b)	Trade payables		-	-
(c)	Other current liabilities	5	448,655	663,215
(d)	Short-term provisions	6	31,223	-
TOTAL			105,336,058	106,537,422
II. ASSETS				
Non-current assets				
1 (a) Fixed assets				
(i)	Tangible assets		-	-
(ii)	Intangible assets		-	-
(iii)	Capital work-in-progress		-	-
(iv)	Intangible assets under development		-	-
(b)	Non-current investments	7	16,855,338	11,047,538
(c)	Deferred tax assets (net)		-	41,761
(d)	Long-term loans and advances	8	87,116,721	93,937,214
(e)	Other non-current assets	9	-	253,964
2 Current assets				
(a)	Current investments		-	-
(b)	Inventories		-	-
(c)	Trade receivables		-	-
(d)	Cash and cash equivalents	10	1,360,056	1,256,946
(e)	Short-term loans and advances		-	-
(f)	Other current assets		3,943	-
TOTAL			105,336,058	106,537,422

Notes Forming Integral Part Of Financial Statements 1-16

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

SD/- SD/-
P.C. DHOOT PUSHPA DHOOT
(DIRECTOR) (DIRECTOR)

PLACE: MUMBAI

DHOOT INDUSTRIES LIMITED
Profit and loss statement for the year ended 31.03.2014

(In Rupees)

Particulars	Refer Note No.	31st March 2014	31st March 2013
I. Revenue from operations	11	2,131,017	1,751,061
II. Other income	12	26,001	-
III. Total Revenue (I + II)		2,157,018	1,751,061
IV. Expenses:			
Employee benefits expense	13	810,000	428,000
Finance costs	14	11,114	22,340
Depreciation and amortization expense		-	
Other expenses	15	759,895	663,033
Total expenses		1,581,008	1,113,373
V. Profit before exceptional and extraordinary items and tax (III-IV)		576,010	637,688
VI. Exceptional items			
VII. Profit before extraordinary items and tax (V - VI)		576,010	637,688
VIII. Extraordinary items			
IX. Profit before tax (VII- VIII)		576,010	637,688
X Tax Expense:			
(1) Current tax		175,000	198,050
(2) Deferred Tax Assets Reversal		41,761	4,640
(3) Income Tax of Previous Years		106,498	-
XI Profit (Loss) for the period from continuing operations (VII-VIII)		465,747	434,998
XII Profit/(loss) from discontinuing operations			
XIII Tax expense of discontinuing operations			
XIV Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)			
XV Profit (Loss) for the period (XI + XIV)		465,747	434,998
XVI Earnings per equity share:			
(1) Basic		0.12	0.12
(2) Diluted		0.12	0.12

Notes Forming Integral Part Of Financial Statements 1-16

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

SD/-
P.C. DHOOT
(DIRECTOR)

SD/-
PUSHPA DHOOT
(DIRECTOR)

PLACE: MUMBAI
DATE: 19-06-2014

DHOOT INDUSTRIES LIMITED

NOTE 1

Share Capital

<u>Particulars</u>	31st March 2014	31st March 2013
<u>Authorised</u>		
45,00,000 Equity Shares of ₹10 each	45,000,000	45,000,000
<u>Issued, Subscribed & Paid up</u>		
37,32,050 Equity Shares of ₹10 each	37,320,500	37,320,500
Total	37,320,500	37,320,500

A) Reconciliation of shares outstanding

<u>Particulars</u>	<u>Equity Shares</u>	
	Number	Amount
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.

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C) Details of shareholders holding more than 5% shares in the company

SR NO	Name of Shareholder	31ST MARCH 2014		31ST MARCH 2013	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	PADAMCHAND DHOOT	327,550	8.78	327,550	8.78
2	TOTAL INVESTMENTS PVT. LTD	233,750	6.26	233,750	6.26
	TOTAL	561,300	28.07	561,300	28.07

NOTE 2

Reserves & Surplus

Particulars	31.03.2014	31.03.2013
a. Capital Reserve	2,634,500	2,634,500
b. Surplus		
Opening balance	3,226,240	3,226,240
(+) Net Profit/(Net Loss) For the current year	-	-
Closing Balance	3,226,240	3,226,240
Total	5,860,740	5,860,740

DHOOT INDUSTRIES LIMITED

NOTE 3

Long Term Borrowings

<u>Particulars</u>	31st March 2014	31st March 2013
<u>Unsecured</u>		
(a) From Related Persons	7,380,205	10,873,623
(b) From Others	53,093,990	50,654,811
Since the above loans are taken on mutual agreement there is fixed repayment schedule		
Total	60,474,195	61,528,434

NOTE 4

Other Long Term Liabilities

<u>Particulars</u>	31st March 2014	31st March 2013
(a) Other payables		
1 Other payables	300,000	729,535
Total	300,000	729,535

NOTE 5

Other Current Liabilities

<u>Particulars</u>	31st March 2014	31st March 2013
(a) Other payables		
1 TDS payable	22,011	1,703
2 Link in time(Share Transfer)	-5,149	9,281
3 Professional Fees Payable	9,000	25,231
4 Accounting Charges	36,000	36,000
5 Audit Fees Payable	28,000	38,000
6 Salary Payable	355,000	428,000
7 Rent Payable	-	125,000
8 HS Associate	3,793	
Total	448,655	663,215

DHOOOT INDUSTRIES LIMITED

NOTE 6

Short Term Provision

<u>Particulars</u>	31st March 2014	31st March 2013
(a) Other Provision		
1 Income Tax (Net of TDS)	31,223	-
	31,223	-

NOTE 7

Non-current Investments

<u>Particulars</u>	31st March 2014	31st March 2013
(A) Trade Investments		
Quoted Equity Shares	3,534,400	4,434,400
(B) Other Investments		
1 Unquoted Non- Trade Investments	12,748,938	6,041,138
2 1500 equity shares of ` 10 each fully paid in PCI	72,000	72,000
3 Investment in Partnership Firm	500,000	500,000
	16,855,338	11,047,538

NOTE 8

Long Term Loans and Advances

<u>Particulars</u>	31st March 2014	31st March 2013
a. Security Deposits		
Unsecured, considered good	4,000	4,000
	4,000	4,000
b. Loans and advances		
Unsecured, considered good	87,112,721	93,933,214
	87,112,721	93,933,214
Total	87,116,721	93,937,214

DHOOT INDUSTRIES LIMITED

NOTE 9

Other non-current assets

<u>Particulars</u>	31st March 2014	31st March 2013
1 Advance Tax net of Provision	-	-2,944
3 Income Tax Refund		256,908
	-	253,964

NOTE 10

Cash and cash equivalents

<u>Particulars</u>	31st March 2014	31st March 2013
a. Balances with banks		
1 Balance with Banks	1,184,365	1,242,651
b. Cash in hand	175,691	14,295
Total	1,360,056	1,256,946

Revenue from operations

Particulars	31st March 2014	31st March 2013
Interest and other Income	2,131,017	1,751,061
Total	2,131,017	1,751,061

NOTE 12

Other Income

Particulars	31st March 2014	31st March 2013
Dividend Receipt	2,250	
Interest on Income Tax Refund	23,751	
Total	26,001	-

NOTE 13

Employee Costs

Particulars	31st March 2014	31st March 2013
Salaries & Other Employees Benefits	810,000	428,000
	810,000	428,000

NOTE 14

Finance costs

Particulars	31st March 2014	31st March 2013
Bank Charges	11,114	22,340
	11,114	22,340

NOTE 15

Other Expenses

SR No	Particulars	31st March 2014	31st March 2013
1	Accounting Charges	36,000	36,000
2	Advertisement	18,526	23,708
3	Conveyance	77,083	30,258
4	Electricity charges	40,122	44,219
5	Interest on TDS	-	18,265
6	Legal & Professional Fees	117,354	87,534
7	Listing & Registration fees	16,854	16,854
8	Miscellaneous expenses	49,852	13,482
9	NSDL & CSDL Charges	13,482	-
10	Office expenses	45,125	25,496
11	Postage & Telegram Charges	15,105	
12	Rent	-	191,000
13	Service Tax	140,956	
14	Share transfer expenses	87,641	81,717
15	Telephone	10,995	-
16	Travelling Expense	58,500	52,500
17	Website charges	4,300	4,000
18	Payments to the auditor as a auditor Remuneration,	28,000	38,000
	Total	759,895	663,033

DHOOT INDUSTRIES LIMITED

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.

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Date

DHOOT INDUSTRIES LIMITED

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET AS AT 31ST MARCH 2014

(Amount in Rs.)

PARTICULARS	2013-14	2012-13
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit/(Loss) Before tax paid and extra ordinary Items	576,010	637,688
Less : Extra-ordinary Items	-	-
	576,010	637,688
Adjusted for :		
Depreciation	-	-
Operating Profit/(Loss) before Working Capital Changes	576,010	637,688
Adjusted for :		
Other Current Liabilities	-214,560	460,271
Short Term Provision	31,223	
Other Non- Current Asstes	185,462	
Other Current Assets	-3,943	-195,106
Other long term liabilities	-429,535	-124,153
	144,657	778,700
NET CASH FROM OPERATING ACTIVITIES (A)	144,657	778,700
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Investments made during the year	-5,807,800	-1,062,300
Loans given	6,820,493	-9,232,277
NET CASH FROM INVESTING ACTIVITIES (B)	1,012,693	-10,294,577
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from Short term borrowings	-1,054,240	9,189,891
NET CASH FROM FINANCING ACTIVITIES (C)	-1,054,240	9,189,891
Net increase in cash & cash equivalent (A+B+C)	103,110	-325,986
Opening balance of cash & cash equivalent	1,256,946	1,582,932
Closing balance of cash & cash equivalent	1,360,056	1,256,946

Notes :

1. Cash & Cash equivalent consists of cash/cheques in hand and balance with banks.
2. Figures in brackets represent outflow.
3. Previous year figures have been regrouped/rearranged, wherever considered necessary.

FOR AND ON BEHALF DHOOT INDUSTRIES LIMITED

SD/-
P.C. DHOOT
DIRECTOR

SD/-
PUSHPA DHOOT
DIRECTOR

Auditors Certificate

We have examined the above Cash Flow statement of M/s DHOOT INDUSTRIES LIMITED for the year ended March 31, 2014 has been prepared by the company in requirements of the listing agreement with the stock Exchange and is based on and in agreement with the corresponding profit & loss account and balance sheet of the company covered by our report of 8th August, 2014 to member of the company.

for SHYAM C. AGARWAL & CO.
Chartered Accountants
sd/-
S.C. AGARWAL
(PROPRIETOR)

Place: Mumbai
Date: 19.06.2014

ATTENDANCE SLIP
(To be presented at the entrance)

Members Name :	DP ID _____
Proxy Name:	Folio No./Client ID _____

I/We hereby record my/our presence at the 29th ANNUAL GENERAL MEETING of the Company held at the registered office of the Company situated at Shop No. 4, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali (west), Mumbai - 400 092 On Monday the 29th September, 2014 at 11.00 a.m

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING

Signature of the Member/Proxy

DHOOT INDUSTRIES LIMITED
 CIN: L67120MH1985PLC037772
REGD. OFFICE: Shop No. 4, Prathmesh Leela, Opp. Don Bosco School,
 New Link Road, Borivali (west), Mumbai - 400 092.
 Tel.: 022-66970245 Fax: 022-28689842, E-Mail: dhoot_2000@rediffmail.com
 Website: www.dhootindustriesltd.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____	
Registered address: _____	

Email ID _____	Folio No./DP ID and Client ID _____

I/We being the member (s) of _____ shares of the above named Company hereby appointed

(1) Name: _____
 Address: _____
 Email: _____ or failing him;

(2) Name: _____
 Address: _____
 Email: _____ or failing him;

(3) Name: _____
 Address: _____
 Email: _____ or failing him;

as my / our proxy to vote for me/us on my our behalf at the 29th ANNUAL GENERAL MEETING of the Company to be held at the registered office of the Company situated at Shop No. 4, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali (west), Mumbai - 400 092 of the Company, Monday the 29th September, 2014 and at any adjournment thereof.

S.R.No	Resolutions	Optional *	
		For	Against
1	Adoption of annual Accounts and Reports thereon for the financial year ended March 31, 2014.		

2
3
Spe
4
5
6
7
8
9

	<p>... Resolutions for Appointment of Director in place of, Mrs. Pushpadevi Dhoot (DIN: 00118140) who is retiring by rotation and eligible himself for re-appointment.</p>		
3	<p>Appointment of M/s Shyam C.Agrawal & Co. as Statutory Auditors of the Company and to fix their remuneration for the financial year ended March 31 2015.</p>		
Special Business			

4	<p>Ordinary Resolution for appointment of Mr. Jugalkishore Tapadia (DIN - DIN: 00363415) as an Independent Director of the Company.</p>		
5	<p>Ordinary Resolution for appointment of Mr. Nitin Agarwal (DIN - 03315678) as an Independent Director of the Company.</p>		
6	<p>Ordinary Resolution for appointment of Mr. Ramesh Khetan (DIN - 03315837) as an Independent Director of the Company .</p>		
7	<p>Ordinary Resolution for appointment of Mr. Padamchand B. Dhoot, Managing Director (DIN 01344573) as a Managing Director for 5 years.</p>		
8	<p>Special Resolution under Section 180(1) (a) for Approval of Shareholders for lease or otherwise disposal of the whole, or substantially the whole, of the undertaking.</p>		
9	<p>Special Resolution under Section 180(1) (c) for approval of Shareholders for moneys to be borrowed including moneys already borrowed exceed sum of paid up capital and free reserves.</p>		

Signed this..... day of, 2014.

REVENUE
STAMP

Signature of the Shareholder.....

.....
Signature of first proxy holder(s)

Note:

1. 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.
 2. For the resolutions, explanatory statements and notes please refer to the notice of 29th Annual General Meeting.
 3. * It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
 4. Please complete all details including details of member(s) in the above box before submission.
-

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies
(Share Capital and Debentures) Rules, 2014].

To,

DHOOOT INDUSTRIES LIMITED

CIN: L67120MH1985PLC037772

REGD. OFFICE: Shop No. 4, Prathmesh Leela,

Opp. Don Bosco School,

New Link Road, Borivali (west),

Mumbai - 400 092.

Tel.: 022-66970245 Fax: 022-28689842,

E-Mail: dhoot_2000@rediffmail.com

Website: www.dhootindustriesltd.com

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S -

- a) Name:
- b) Date of Birth:
- c) Father's/Mother's/Spouse's name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail id:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR —

- a) Date of birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder (s): _____

Signature: _____

Witness with name and address: _____

BALLOT PAPER

DHOOT INDUSTRIES LIMITED

CIN: L67120MH1985PLC037772

REGD. OFFICE: Shop No. 4, Prathmesh Leela, Opp. Donbosco School,

New Link Road, Borivali (W.), Mumbai - 400 092.

Tel.: 022-66970245 Fax.: 022-28689842

E-Mail: dhoot_2000@rediffmail.com

Website: www.dhootindustriesltd.com

29TH Annual General Meeting

ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address :
of the sole / first named
Member
2. Name(s) of the Joint-Holder(s) :
If any
3. Registered Folio No. /
DP ID No & Client ID No. :
[Applicable to Members
holding shares in dematerialized form]
4. Number of Shares(s) held :
5. I/ We, hereby exercise my/our vote in respect of Ordinary/ Special resolution enumerated below by recording my/our assent or dissent to the said resolution in the following manner:

SR.No	Resolutions	Optional *	
		For	Against
Ordinary Business			
1	Adoption of annual Accounts and Reports thereon for the financial year ended March 31, 2014.		
2	Ordinary Resolutions for Appointment of Director in place of, Mrs. Pushpadevi Dhoot (DIN: 00118140) who is retiring by rotation and eligible himself for re-appointment.		
3	Appointment of M/s Shyam C. Agrawal & Co. as Statutory Auditors of the Company and to fix their remuneration for the financial year ended March 31 2015.		
Special Business			
4	Ordinary Resolution for appointment of Mr.		

	Jugalkishore Tapadia (DIN - DIN: 00363415) as an Independent Director of the Company.		
5	Ordinary Resolution for appointment of Mr. Nitin Agarwal (DIN - 03315678) as an Independent Director of the Company.		
6	Ordinary Resolution for appointment of Mr. Ramesh Khetan (DIN - 03315837) as an Independent Director of the Company.		
7	Ordinary Resolution for appointment of Mr. Padamchand B. Dhoot, Managing Director (DIN 01344573) as a Managing Director for 5 years.		
8	Special Resolution under Section 180(1) (a) for Approval of Shareholders for lease or otherwise disposal of the whole, or substantially the whole, of the undertaking.		
9	Special Resolution under Section 180(1) (c) for approval of Shareholders for moneys to be borrowed including moneys already borrowed exceed sum of paid up capital and free reserves.		

Place:

Date:

Signature of the Member
Or
Authorised Representative

Notes:

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Last date for receipt of Assent/ Dissent Form: September 24, 2014 (6.00 pm IST)
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatch/ e-mailed to the members whose names appear on the Register of Members as on **Friday the 22nd August, 2014** and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 6.00 pm on **September 24, 2014**. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
4. The consent must be accorded by recording the assent in the column "FOR" or dissent in the column "AGAINST" by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.