



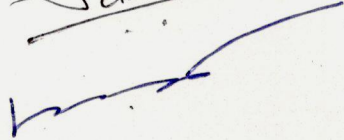
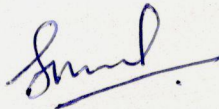


DHOOT INDUSTRIES LTD.

FORM A

CIN No. : L67120MH1985PLC037772

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, 2015
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	   



30th

ANNUAL REPORT

2014 – 2015

DHOOT INDUSTRIES LIMITED

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DHOOT INDUSTRIES LIMITED

30th ANNUAL REPORT 2014-2015

BOARD OF DIRECTORS:

Mr. Padamchand Dhoot : Managing Director and Chief Executive Officer (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

SECRETARIAL AUDITORS:

HS Associates
Practicing Company Secretaries,
Mumbai .

BANKERS:

Axis Bank Limited.
Rameshwar Co-op Bank Ltd.

REGISTRARS & SHARE TRANSFER AGENTS:

Link Intime India Pvt.ltd
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:

C-001, Prathamesh Horizon,
New Link Road, Borivali (W),
Mumbai – 400092
CIN: L67120MH1985PLC037772
Tel.: 022-66970245; Fax. : 022-28689842
E-Mail : dhoot_2000@rediffmail.com
Website : www.dhootindustries.net

SHARES LISTED AT:

The BSE Limited

30th ANNUAL GENERAL MEETING:

Date : 30th September, 2015
Day : Wednesday
Time: 10.30 a.m.
Place: Office No. 4, Prathamesh Leela, New Link Road,
Borivali (West) Mumbai-400092.

NOTICE

Notice is hereby given that the 30th Annual General Meeting of Dhoot Industries Limited will be held on Wednesday, 30th September, 2015 at 10.30 A.M. at Office No.4, Prathamesh Leela, New Link Road, Borivali (West) Mumbai-400092, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2015 including audited Balance sheet as at 31st March, 2015 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. P.C. Dhoot (DIN: 01344573), Director of the Company who retires by rotation and being eligible offers himself 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 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, pursuant to the resolution passed by members at the AGM held on September 29, 2014 the appointment of Shyam C. Agrawal & Co., Chartered Accountants, (Firm Registration No.110243W) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Second Annual General Meeting of the Company to be held in the year 2017 be and are hereby ratified for the financial year 2015-16 to audit the accounts of the Company, including the audit of Cash Flow statements, on a remuneration plus service tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.”

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

Appointment of Shri. Padamchand Dhoot. (DIN: 01344573) as a Managing Director:

“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 effect from 1st September, 2015, on the terms and conditions of appointment as mentioned in the draft 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. To consider and if thought fit, to pass with or without modification(s), the Following resolution as a **Special Resolution**:

To approve the borrowing limits of the Company:

“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.50,00,00,000/-. (Rupees Fifty Crores Only)."

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

Change of Name of the Company:

"RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, Registrar of Companies, Maharashtra, Mumbai, consent of the members be and is hereby accorded for changing the name of the company from **"DHOOT INDUSTRIES LIMITED" TO "PACHELI INDUSTRIAL FINANCE LIMITED"**.

RESOLVED FURTHER THAT the name of the company as appears in the Memorandum and Articles of Association of the company or elsewhere; be read as **"PACHELI INDUSTRIAL FINANCE LIMITED"** or such other name as may be made available for adoption by the Registrar of Companies, Maharashtra, Mumbai.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution".

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

Adoption of new set of Articles of Association:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the existing Articles of Association of the Company be and is hereby replaced with the new Articles of Association which is placed before the members at this meeting and the new Articles of Association be and is hereby approved and adopted as the Articles of Association of the Company in place and in substitution of the existing Articles of Association.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**By Order of the Board
For Dhoot Industries Limited**

**Date: 14th August, 2015
Place: Mumbai**

**Sd/-
Padamchand Dhoot
CEO and Director**

REGISTERED OFFICE:
C-001, Prathamesh Horizon,
New Link Road, Borivali (W),
Mumbai – 400092
CIN: L67120MH1985PLC037772
Tel: 022-66970245 Fax: 022-28689842
E-Mail : dhoot_2000@rediffmail.com; Website : www.dhootindustries.net

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/HERSELF.** A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the Commencement of the meetings. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. **Every** member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday the 23rd September, 2015 to Wednesday the 30th September, 2015 (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
5. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
8. Brief profile of Directors proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold Directorships and memberships / Chairmanships of Board Committees, shareholding and relationships between Directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.
9. The Ministry of Corporate Affairs, New Delhi (MCA) has taken a “Green Initiative” by permitting paperless compliance by companies vide its Circular No. 17/2011 dated 21.04.2011 and Circular No.18/2011 dated 29.04.2011 after considering certain provisions of the Information Technology Act, 2000 and has clarified that the service of documents by a company can be made through electronic mode instead of sending physical copy of document(s). In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your E-Mail ID with RTA.
10. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2013 - 2014 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or

with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.

11. Members holding shares in electronic form may note that as per the regulations of NSDL and CDSL, the Company is obliged to print the details on the dividend warrants as furnished by these Depositories i.e. bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the members only to their DPs.
12. Members are advised to register/update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
13. Members desiring any relevant information on accounts at the 30th Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company's registered office at least 7 days before the date of the 30th Annual General Meeting, so as to enable the Company to keep the information ready.
14. Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members are requested to produce the attendance slip duly signed along with photo identity proof i.e. Pan Card / Driving licence / Passport Copy, if any, at the entrance of venue.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
16. Members, who hold shares in:
 - a. Multiple De-mat accounts and/ or
 - b. One or more folios in physical form are advised to consolidate their holdings in single De-mat account.
17. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
18. Members please note that as a measure of economy, copies of the 30th Annual Report will not be distributed at the 30th Annual General Meeting venue.
19. Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
20. Confidentiality of Security Details: Do not disclose your Folio Nos. / DP ID / Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
21. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.

22. Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e-voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid.
23. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date i.e. Friday 28th August, 2015, may cast their vote electronically.
24. In Compliance with the provisions of section 108 of the Act and the Rules framed thereunder, and the Clause 35 B of the listing agreement, the members are provided with the facility to cast their electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed Members though Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the AGM.
25. Mr. Hemant Shetye, Partner of HS Associates, Company Secretaries, C.P. No. 1483; Practicing Company Secretary [Membership No. ACS: 2827], has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
26. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be above to exercise their right at the meeting.
27. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
28. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast though ballot Form shall be treated as invalid.
29. Members who do not have access to e-voting facility may send duly completed Assent / Dissent 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, Company Secretaries, C.P. No.1483 ; Practicing Company Secretary (Membership No. ACS: 2827), at the Registered Office of the Company not later than Tuesday, 29th September, 2015 (5.00 p.m. IST). Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to dhoot_2000@rediffmail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach M/s. Intime Spectrum Registry Limited Unit: DHOOT INDUSTRIES 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 later than Tuesday, 29th September, 2015 (5.00 p.m. IST). Assent / Dissent Form received after this date will be treated as invalid.
30. The Instructions for e-voting are as under:
- a. In case a Member receives an e-mail form NSDL (for Members whose email address are registered with the Company/Depositories):
 - i. Open e-mail.

- ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on “Shareholders” tab
- iv. Now, select the “COMPANY NAME” from the drop down menu and click on “SUBMIT”
- v. Now Enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

	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> <p>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.</p> <p>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.</p>
DOB#	<p>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.</p>
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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.</p>

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- xii. Click on the EVSN No. **150826026** for the relevant Dhoot Industries on which you Choose to vote.
 - xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - xviii. If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - xix. Note for Institutional shareholders Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@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.
 - xx. In case you have any queries regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- b.** In case of members receiving the physical copy of the Notice of The AGM (for Members whose e-mail address are not registered with the Company/Depositories):
- i. Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- ii. Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.

c. Other instructions:

- i. The e-voting period commence on Sunday, 27th September, 2015 (9.00 a.m. IST) and ends on Tuesday, 29th September, 2015 (5.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date Wednesday, 23rd September, 2015 may cast their vote electronically.
 - ii. 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 Wednesday, 23rd September, 2015.
 - iii. 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.
 - iv. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the company and make, not later than three days for conclusion of the meeting, a consolidated Scrutinizers report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 - v. The Results declared along with the Scrutinizers Report shall be placed on the Company's website <http://www.dhootindustries.com> and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE ("BSE"), where the shares of the Company are listed.
31. The shareholders can also access the Annual Report 2014-2015 of the Company circulated to the Members of the Company and other information about the Company on Company's website i.e. www.dhootindustries.net or on Stock Exchange websites, which are www.bseindia.com.
32. Members are requested to come and occupy their seats at least 15 minutes before commencement of 30th Annual General Meeting. Due to SECURITY REASONS, note that briefcase / bags / eatables / electronic gadgets such as a mobile, laptop, camera, etc., will NOT be allowed along with members / proxies in the 30th Annual General Meeting venue during meeting hours. In case any member/proxy brings electronic gadgets or other items mentioned above the same has to be deposited with security outside the 30th AGM venue at the owners' risk.
33. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company requesting the Company to consolidate their holdings in one folio.
34. As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India **"NO GIFTS, GIFT COUPONS OR CASH IN LIEU OF GIFTS SHALL BE DISTRIBUTED TO MEMBERS AT OR IN CONNECTION WITH THE 30th ANNUAL GENERAL MEETING"**.

**EXPLANATORY STATEMENT
PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

ITEM NO.4:

Mr. Padamchand Dhoot (DIN: 01344573) was appointed as a Managing Director w.e.f. 1st September, 2015 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 are as follows:

1. Period: For a period of 5 year effective from 1st September, 2015 to 30th August, 2020.
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 excise 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.4.

ITEM NO.5:

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.50,00,00,000/- (Rupees Fifty Crores only) at any point of time for your approval.

The Board of Directors accordingly recommends the Resolutions set out at Item Nos. 5 and 5 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).

ITEM NO.6:

The Company at present engaged in the business of investments and loans which is falling under NBFC activities, the present name of the Company “Dhoot Industries Limited” which is not reflecting the present activities done by the company, therefore the board of Directors are in the opinion to change the name to **“PACHELI INDUSTRIAL FINANCE LIMITED”** as the new name will be in consonance with the main activities of the Company.

Pursuant to Section 13 of the Companies Act, 2013, alteration of the Name Clause of the Memorandum and Articles of Association of the Company requires approval of the members of the Company by way of passing a Special Resolution to that effect.

The Board of Directors accordingly recommends the resolution set out at Item No. 6 of the Notice for the approval of the Members.

None of the Directors and Managers of the Company and Key Managerial Personnel and their relatives is concerned in any way or interested in the resolution.

Your Directors recommend the resolution for your approval as a Special Resolution.

ITEM NO.7:

The Company had previously adopted its Articles of Association ("AOA") under the Companies Act, 1956, which contain references to specific Sections of the Companies Act, 1956. With the enactment of the Companies Act, 2013, several regulations of the existing AOA of the Company require alteration and/or deletion. Given this position, it is considered expedient to replace the existing AOA with a new AOA. The Board of Directors accordingly commends the resolution set out at Item No. 7 of the Notice for your approval.

None of the Directors, key Managerial Personnel or their relatives are concerned or interested in the proposed Ordinary Resolution as set out at Item No.7 of this notice.

**By Order of the Board
For Dhoot Industries Limited**

**Date: 14th August, 2015
Place: Mumbai**

**Sd/-
Padamchand Dhoot
CEO and Director**

REGISTERED OFFICE:
C-001, Prathamesh Horizon,
New Link Road, Borivali (W),
Mumbai – 400092
CIN: L67120MH1985PLC037772
Tel: 022-66970245 Fax: 022-28689842
E-Mail : dhoot_2000@rediffmail.com; Website : www.dhootindustries.net

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

Particulars	Mrs. Pushpadevi Dhoot	Mr. P. C. Dhoot
Age	60	61
Qualifications'	Under graduate	Under graduate
Expertise in specific functional areas	Marketing	Administration and Finance.
Directorship held in other public companies(excluding foreign Companies and section 8 Companies)	NIL	1
Membership/Chairmanships of committee of other public Companies (includes only Audit and stakeholder Relationship committee	NIL	NIL
Number of shares held in the Company.	167600	386982

DIRECTOR'S REPORT

To,
The Members,
DHOOT INDUSTRIES LIMITED

Your Directors have great pleasure in presenting **30th Annual Report** along with the Audited Balance Sheet and Profit And Loss Account, for the year ended **31st March, 2015**.

1. FINANCIAL RESULTS:

PARTICULARS	(Amt. In Rs)	
	Year ended	
	2015	2014
Total Income	34,13,169	2,157,018
Total Expenditure	28,64,006	1,581,008
Gross Profit/(Loss) before Depreciation & Tax	549,163	576,010
Add/Less: Depreciation (Net)	--	-
Profit/(Loss) before Taxation	549,163	576,010
Less: Provision for Taxation	-	-
Provision for income Tax & FBT	173570	68,502
Deferred Tax	-	41,761
Net Profit/(Loss) after Taxation	(1,663,849)	465,747
Transfer from General Reserve		
Balance Brought forward from previous year	41,26,985	36,61,238
Balance carried forward to Balance Sheet	2463136	41,26,985

2. DIVIDEND:

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

3. DEPOSITS:

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

4. EXTRACT OF ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure A** and is attached to this Report.

5. NUMBER OF BOARD MEETINGS OF THE BOARD :

Five Meeting of the Board were held during the financial year. For details of the meeting of the board, please refer to the corporate governance report, which forms part of this report.

6. DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors hereby confirms

- In the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures.

- ii. 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 Profit or Loss of the Company for that period.
- iii. 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.
- iv. That the Directors have prepared the Annual accounts on a going concern basis.
- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating.

7. DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

8. POLICY ON DIRECTORS APPOINTMENT, REMUNERATION & BOARDS PERFORMANCE:

The Company's Policy on director's appointment and remuneration and other matters provided in section 178(3) of the Act has been disclosed in the corporate governance report, which forms part of the Directors Report.

9. COMMENTS ON AUDITOR'S REPORT:

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai, in their report.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

10. AUDITORS:

M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai (Firm Registration No as 110243W) was appointed as Statutory Auditors at the Annual General Meeting held on 29th September, 2014 for the period of three (3) years. i.e for the Annual General Meeting to be held in year 2017 subject to ratification at each Annual General Meeting. The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified from appointment

The resolution for ratification of his appointment is put forward for your approval in the ensuing Annual General Meeting.

11. SECRETARIAL AUDITOR & REPORT:

The Board of Directors of the Company has appointed M/s. HS Associates, Practicing Company Secretary; to conduct the Secretarial Audit for the financial year 2014-2015. The Secretarial audit report for the financial year ended 31st March, 2015 is **Annexure B** to this Report.

In regards to appointment of Company Secretary, Company is in the process of appointing a Company Secretary as required pursuant to provisions of Section 203 and other applicable

provisions of the Companies Act, 2013 and Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014.

As per section 138 of the Companies Act, 2013. The Company has appointed Ms. Neelam Lahoti, Chartered accountant (Membership No.A425877) as an internal auditors for the year to 2015-2016 in the board meeting held on 30th May, 2015.

12. INTERNAL AUDITORS :

As per section 138 of the Companies Act, 2013. The Company has appointed Ms. Neelam Lahoti, Chartered accountant (Membership No.A425877) as a internal auditors for the year to 2015-2016 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit

13. CORPORATE GOVERNANCE:

The Company is committed to maintain the Corporate Governance and adhere to the corporate governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the listing agreement forms an integral part of this Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of corporate governance is attached to the report on Corporate Governance.

14. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

The particulars of loans, guarantees and investments have been disclosed in the financial Statement.

15. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There were no transactions entered into with related parties as defined under Companies Act, 2013 during the year were in the ordinary course of business and on an arm's length basis, and did not attract provisions of Section 188 of Companies Act, 2013 relating to approval of shareholders. There have been no material related party transactions undertaken by the Company under Section 188 of the Companies Act, 2013 and hence, no details have been enclosed pursuant to clause (h) of subsection (3) of Section 134 of Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules 2014 – 'AOC-2'.

16. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

17. CONSERVATION OF ENERGY, TECHNOLOGY & FOREIGN EXCHANGE:

Information on conservation of energy, technology absorption, foreign exchange earnings and out go, is required to be given pursuant to provision of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules , 2014 is not applicable to Company.

18. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

19. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges in India, is **annexure C** to this report.

20. PARTICULARS OF EMPLOYEES:

In accordance with the provisions of Section 197(12) of the Companies Act, 2013 and Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and other particulars of employees are set out in the annexure to the Directors' Report. In terms of the provisions of Section 136(1) of the Companies Act, 2013, the Directors' Report is being sent to the shareholders without this annexure. Shareholders interested in obtaining a copy of the annexure may write to the Company Secretary at the Company's registered office.

21. SUBSIDIARIES:

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

22. ACKNOWLEDGEMENTS :

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
For Dhoot Industries Limited**

**Date: 14th August, 2015
Place: Mumbai**

**Sd/-
Padamchand Dhoot
CEO and Director**

ANNEXURE - A

**FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN**

**As on the financial year ended 31.03.2015
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]**

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L67120MH1985PLC037772
ii	Registration Date	16/10/1985
iii	Name of the Company	DHOOT INDUSTRIES LIMITED
iv	Category/Sub-Category of the Company	Public Company/Limited by shares
v	Whether listed Company (Yes/No)	Yes/No
vi	Address of the Registered Office and contact details	C-001, Prathamesh Horizon, New Link Road, Borivali(W) Mumbai - 400092
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt Ltd No.C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Rd, Bhandup West, Mumbai- 400078 Tel : 91-22-2596 3838 Fax: 91-22-2594 6969

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the Company
1	Real Estate Activities	68	60%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
	N.A	N.A	N.A	N.A	N.A

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01-04-2014				No. of Shares held at the end of the year i.e. 31-03-2015				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Share	

								s	
A. Promoters									
Indian									
a) Individual/ HUF	799582	38900	83848 2	22.47	80108 2	38900	83998 2	22.51	0.04
b) Central Govt.	0	0	0	0	0	0	0	0	0
State Govt(s).	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	233750	100	23385 0	6.27	23375 0	100	23385 0	6.27	0.00
e) Bank/ FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1)	103333 2	39000	10723 32	28.73	10348 32	39000	10738 32	28.77	0.04
Foreign									
a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
b) Other- Individuals	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) (A)(1) + (A)(2)	0	0	0	0	0	0	0	0	0
B. Public Shareholding									
1. Institutions									
Mutual Funds	0	0	0	0	0	0	0	0	0
Bank/ FI	130000	40400	17040 0	4.57	13000 0	40400	17040 0	4.57	0.00
Central Govt.	0	0	0	0	0	0	0	0	0
State Govt(s).	0	0	0	0	0	0	0	0	0
Venture Capital Funds	0	0	0	0	0	0	0	0	0
Insurance Companies	0	0	0	0	0	0	0	0	0
FIIIs	0	0	0	0	0	0	0	0	0
Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	130000	40400	17040 0	4.57	13000 0	40400	17040 0	4.57	0.00
2. Non- Institutions									
Bodies Corp.	248648	22670 0	21948	6.66	25616	226700	25231 6	6.76	0.10
Indian	0	0	0	0	0	0	0	0	0
Overseas	0	0	0	0	0	0	0	0	0
Individuals									
Individual shareholders holding nominal share	206791 5	16822 00	38571 5	55.41	37745 5	167550 0	20529 55	55.01	0.4

capital upto Rs. 1 lakh									
Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	149055	10500	138555	3.99	148347	10500	158847	4.26	0.27
Others (specify)	23700	20400	3300	0.64	23700	20400	3300	0.64	0.00
Total Public shareholding (B) (B)(1) + (B)(2)	2659718	1980200	679518	71.27	684718	1973500	2658218	71.23	0.04
Shares held by Custodian for GDRs & ADRs									
Grand Total (A+B+C)	1712850	2019200	3732050	0.00	1719550	2012500	3732050	0.00	0.00

(ii) Shareholding of Promoters

Sr. No .	Shareholder's Name	Shareholding at the beginning of the year 1.e.01-04-2014			Shareholding at the end of the year i.e. 31-03-2015			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Padamchand Dhoot	3,85,782	10.34	0.00	3,86,882	10.37	0.00	0.03%
2	Total Investments Pvt Ltd	2,33,750	6.26	0.00	2,33,750	6.26	0.00	N.A
3	Pushpa Devi Dhoot	1,67,600	4.49	0.00	1,67,600	4.49	0.00	N.A
4	Priti Deepak Rathi	1,65,800	4.44	0.00	1,66,100	4.45	0.00	0.01
5	Pankaj Dhoot	39,500	1.06	0.00	39,500	1.06	0.00	N.A
6	Pankaj Padamchand Dhoot	15,900	0.43	0.00	15,900	0.43	0.00	N.A
7	Priti Deepak Rathi	15,900	0.43	0.00	15,900	0.43	0.00	N.A
8	Priti Dhoot	15,500	0.42	0.00	15,500	0.42	0.00	N.A
9	Prabha Preiwal	15,000	0.40	0.00	15,000	0.40	0.00	N.A
10	Anuradha Dhoot	10,000	0.27	0.00	10,000	0.27	0.00	N.A
11	Priti Padam Dhoot	7,500	0.20	0.00	7,500	0.20	0.00	N.A
12	Total Investments Pvt Ltd	100	0.00	0.00	100	0.00	0.00	N.A
	Total	10,72,332	28.73	0.00	10,73,732	28.77	0.00	N.A

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.		Shareholding at the beginning of the year i.e. 01-04-2014		Cumulative Shareholding during the year i.e. 31-03-2015		At the end of the year 31-03-2015	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Padamchand Dhoot	3,85,782	10.34	1100	0.03	3,86,882	10.37
2	Priti Deepak Rathi	1,65,800	4.44	300	0.01	1,66,100	4.45

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.		Shareholding at the beginning of the year 01-04-2014		Date	Reason	Cumulative Shareholding during the year 31-03-2015		Shareholding at the end of the year as at 31-03-2015	
	For Each of the Top 10 Shareholders	No. of Shares	% of total Shares of the company			Shares	% of total Shares	No. of Shares	% of total Shares of the company
1.	PNB Capital Services Ltd	160000	4.2872	Nil	Nil	0.00	0.00	160000	4.2872
2	Central Bank Of India	54100	1.4496	Nil	Nil	0.00	0.00	54100	1.4496
3	Vidya Mahesh Chalke	49700	1.3317	Nil	Nil	0.00	0.00	49700	1.3317
4	Inter Corporate Financiers &	47900	1.3317	Nil	Nil	0.00	0.00	47900	1.3317
5	Uco Bank	47900	1.2835	Nil	Nil	0.00	0.00	47900	1.2835
6	South Indian Bank Ltd	28300	0.7583	Nil	Nil	0.00	0.00	28300	0.7583
7	Saraswat Co-Op.Bank Ltd.	28000	0.7503	Nil	Nil	0.00	0.00	28000	0.7503
8	Sukaran Investments Limited	15800	0.4234	Nil	Nil	0.00	0.00	15800	0.4234
9	Santosh Gangaram Mohite	15000	0.4019	Nil	Nil	0.00	0.00	15000	0.4019
10	Shamsunder Toshniwal	10500	0.2813	Nil	Nil	0.00	0.00	10500	0.2813

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year 01.04.2014		Cumulative Shareholding during the year i.e. 31-03-2015	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	PADAMCHAND BHAVARLAL DHOOT	3,85,782	10.34	0.00	0.00
2	PUSHPADEVI PADAMCHAND DHOOT	1,67,600	4.49	0.00	0.00
3	JUGALKISHORE CHHAGANLAL TAPADIA	Nil	Nil	Nil	Nil
4	NITIN ASHOK AGRAWAL	Nil	Nil	Nil	Nil
5	RAMESH KUMAR KHETAN	Nil	Nil	Nil	Nil

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil
Change in Indebtedness during the financial year Addition Reduction	Nil	Nil	Nil	Nil
Net Change	Nil	Nil	Nil	Nil
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due	Nil	Nil	Nil	Nil
Total (i+ii+iii)	Nil	Nil	Nil	Nil

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (NOT APPLICABLE)

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
1.	Gross Salary	--	--	--	--
	Salary as per provisions contained in section 17(1) of the Income Tax Act	--	--	--	--
	Value of perquisites u/s 17(2) Income Tax Act, 1961	--	--	--	--
	Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	--	--	--	--
2.	Stock Option	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission - As % of Profit - Others, specify	--	--	--	--
5.	Others, please specify	--	--	--	--
	Total (A)	--	--	--	--
	Ceiling as per the Act	--	--	--	--

B. Remuneration of other directors: **(NOT APPLICABLE)**

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		
	Independent Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (1)				
	Other Non-Executive Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B) = (1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ Whole Time Director:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		P.C. Dhoot CEO	Pankaj Dhoot CFO	
1.	Gross Salary			
	Salary as per provisions contained in section 17(1)of the Income Tax Act	Nil	Nil	Nil
	Value of perquisites u/s 17(2) Income Tax Act, 1961	Nil	Nil	Nil
	Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - As % of Profit - Others, specify	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total	Nil	Nil	Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: (NOT APPLICABLE)

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal , if any (give details)
COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

ANNEXURE ~ B

Secretarial Audit Report

Form No. MR-3

FOR FINANCIAL YEAR ENDED ON 31ST MARCH, 2015.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Dhoot Industries Limited.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Dhoot Industries Limited** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers and minute books as mentioned in **Annexure 1**, Forms and returns filed and other records maintained by Indo Amines Limited ("The Company"), for the year ended on 31st March, 2015 according to the extent applicable provisions of:

- i. The Companies Act, 2013 ("**The Act**") and the Rules made thereunder;
- ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iii. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**") to the extent applicable to the Company:-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

e. the Company has complied with the requirements under the Equity Listing Agreements entered into with BSE Limited and

- v. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for Compliances under other applicable Act, Laws and Regulations to the Company as given in **Annexure – 2**.

We report that, since the Secretarial Standard-1 “Meeting of Board of Directors” and Secretarial Standard-2 “General Meetings” are effective from 1st July, 2015, compliance are not required for the year ended 31st March, 2015 as per notification dated 23rd April, 2015 issued by the Institute of Company Secretaries of India. We further report that the Company has complied with the applicable material clauses of the Listing Agreement entered into by the Company with the BSE.

During the period under review the company has complied with the provisions of the Act, Rules, Regulations, and Guidelines, mentioned above subject to the following observations:

- **The Company received a notice from BSE Limited dt.29th January, 2015 imposing fine for late submission of Annual Report for the year 2014 as per clause 31 of the listing agreement. However the Company has paid penalty of Rs.6,742/-[Rupees Six Thousand Seven Hundred Forty two only] and the said default was made good.**
- **The Company received a Show cause Notice from BSE Limited dt.7th February, 2015 for non compliance of provision of Clause 15/16 of the Listing Agreement. However the Company replied the said notice vide letter dt. 18th February, 2015**
- **During the year, the Company has not appointed Company Secretary as required pursuant to Section 203 and other applicable provisions of the Companies Act, 2013 and Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014.**
- **During the year, the Company has not appointed Internal Auditor as required pursuant to section 138 and other applicable provisions of the Companies Act, 2013 and Companies (Account) Rules 2014.**
- **During the year company has carried out investment and finance activities within the preview of NBFC activities for which company is in process of registration with RBI.**

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company has:

- Passed Special Resolution pursuant to Section 180 (1) (a) for lease, mortgage, of the undertaking of the Company.
- Passed Special Resolution pursuant to Section 180 (1) (c) for approval of shareholders to borrow in excess of the limit prescribed.

(Details of specific events/ actions having major bearing on the company's affairs in pursuance of the above referred laws, rules , reg, guidelines, standards, etc referred to above)

Date: 14th August, 2015
Place: Mumbai

**For HS Associates
Company Secretaries**

**Sd/-
Hemant S. Shetye
Partner
FCS No.: 2827
CP No.: 1483**

This report is to be read with our letter of even date which is annexed as **Annexure II** and forms an integral part of this report.

REGISTERS, BOOKS, PAPERS AND MINUTE BOOKS MAINTAINED BY THE COMPANY

1. Minutes of Board, Shareholders and Committee Meeting.
2. Register of Members.
3. Index of Members.
4. Register of Directors and Key Managerial Personnel.
5. Register of Director's shareholdings.
6. Register of investments or loans made, guarantee or security provided.
7. Register of Contracts.
8. Register of Directors Attendance.
9. Register of Shareholders Attendance.
10. Register of Proxies.
11. Register of Transfers.

Date: 14th August, 2015
Place: Mumbai

**For HS Associates
Company Secretaries**

**Sd/-
Hemant S. Shetye
Partner
FCS No.: 2827
CP No.: 1483**

To,
The Members,
Dhoot Industries Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial audit report is neither an assurance as to the future viability of the Company nor of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 14th August, 2015
Place: Mumbai

For HS Associates
Company Secretaries

Sd/-
Hemant S. Shetye
Partner
FCS No: 2827
CP.NO:1483

ANNEXURE ~ C

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

As members are aware the Company's main business is of Financing loans, project financing to various parties on interest who are engaged in various business models. The loans and advances enable the Company to earn interest income in its ordinary course of business operation. The same is reflected in the financials of the Company. The said Industry is unpredictable and volatile in nature. Your Directors are taking maximum efforts to safeguard funds of the Company while making investment and in trading in the industry.

B) OPPORTUNITIES / OUTLOOK:

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

C) RISKS AND CONCERNS:

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

D) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate internal control system.

E) HUMAN RESOURCES POLICIES:

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

F) CAUTIONARY STATEMENT:

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

CORPORATE GOVERNANCE REPORT

1. Company's philosophy:

The Company's philosophy on Corporate Governance finds its roots in the rich legacy of ethical governance practices, many of which were in place even before they were mandated. This philosophy has been sought to be strengthened through the DIL Code of Conduct, code for prevention of Insider Trading which have been adopted. The Company will continue to focus its energies and resources in creating and safeguarding of shareholders wealth and, at the same time protect the interest of all its stakeholders.

As per SEBI Circular dated 15th September, 2014, revised clause 49 is not applicable as paid up equity share capital is not exceeding Rs.10 crore and Net Worth not exceeding Rs.25 crore. However to ensure good corporate governance practice, our company is in compliance with revised Clause 49 of Listing Agreement

2. Board of Directors:

- i. As on 31st March, 2015 the Board of Directors of the Company comprised of an optimal proportion of Executive and Non-Executive Directors The Board of Directors of your Company comprised of 5 (Five) Directors out of which 1 (One) was CEO while other One Director is Promoter Director and other three independent Non executive Directors.
- ii. None of the Directors on the board hold directorship in more than ten public Companies. Further, none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding committee positions in other public companies as on March 31, 2015 have been made by the Directors.
- iii. Independent directors are non executive directors as defined under Clause 49(II)(B)(1) of the Listing agreements entered into with the Stock Exchanges. The maximum tenure of the independent directors in compliances with the Companies Act, 2013 ("Act"). All the Independent Directors have confirmed that they meet the criteria as mentioned under clause 49 of the Listing Agreement and section 149 of the Act.
- iv. The names and categories of the Directors on the board, their attendance at board meeting held during the year and the number of directorship and committee chairmanship/memberships held by them in other public companies as on March 31, 2015 are given herein below. Other directorship do not include directorship of private limited companies. Chairmanships/ memberships of board committees shall include only audit committee and stakeholders' relationship committee.

Name of the Director	Category	Number of board meetings during the year 2014-2015		Whether attended last AGM held on 29 th Sept,2014	Number of directorships in other public companies		Number of committee positions held in other public companies	
		Held	Attended		Chairman	Director	Chairman	Member
Mr. Padamchand Dhoot DIN: 01344573	Promoter Non Executive Director	5	5	Yes	--	2	?	?
Ms. Pushpadevi Dhoot DIN: 00118140	Promoter Non Executive Director	5	5	Yes	Nil	Nil	Nil	Nil

Mr. Jugalkishore Tapadia DIN: 00363415	Independent Non Executive	5	5	Yes	Nil	1	Nil	Nil
Mr. Nitin Agrawal DIN: 03315678	Independent Non Executive	5	5	Yes	Nil	Nil	Nil	Nil
Mr. Ramesh Kumar Khetan DIN: 03315837	Independent Non Executive	5	5	Yes	Nil	1	Nil	Nil

Four board meeting were held during the year and the gap between two meetings did not exceed on hundred twenty days. The dates on which the said meetings were held.

22nd May, 2014, 30th May, 2014, 14th August, 2014, 14th November, 2014 and 14th February, 2015.

The necessary quorum was present for all the meetings.

3. Audit Committee:

- I. Pursuant to the provisions of section 177 of the Companies Act, 2013 and read with revised clause 49 of the Listing Agreement the audit committee shall have minimum three directors as members. Two thirds of the members of audit committee shall be Independent Directors.
- II. The terms of reference of the audit committee are broadly as under:
 - 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 the appointment, remuneration and terms of appointment of auditors of the company.
 - Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
 - Reviewing, with the management the annual financial statements and the auditor's report thereon, before submission to the board for approval, with particular reference to:
 - Matters required to be included in Director's Responsibility Statement included in Board's report.
 - Changes, if any, in accounting policies and practices and reasons for the same.
 - Major accounting entries based on exercise of judgment by management.
 - Significant adjustments made in the financial statements arising out of audit findings.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosure of any related party transactions.
 - Qualifications in the draft audit report.
 - Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
 - Reviewing, with the management, statement of uses and application of funds raised through an issue, statement of funds utilized for other purposes and report of monitoring agency monitoring the utilization of proceeds of a public

or rights issue and making appropriate recommendations to the Board to take up steps in this matter.

- Review and monitor the auditors' independence and performance, and effectiveness of audit process.
- Approval or any subsequent modification of transactions of the company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- Discussion with statutory auditors before the audit commences about nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- To review the functioning of the Whistle Blower mechanism.
- Approval of appointment of CFO (i.e the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications', experience and background etc of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit committee.

In fulfilling the above role, the Audit committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice. The draft minutes of the audit committee meetings are circulated among members before the same is confirmed and placed before the Board.

- III. The Composition of the audit committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2014-2015	
		Held	Attended
Mr. Nitin Agarwal – Chairman	Independent Non Executive Director	5	5
Mr. Jugalkishore Tapadia	Independent Non Executive Director	5	5
Mr. Ramesh Khetan	Independent Non Executive Director	5	5
Mr. P.C. Dhoot	Chief Executive Officer	5	5

- IV. Total Five audit committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

22nd May, 2014, 30th May, 2014, 14th August, 2014, 14th November, 2014 and 14th February, 2015.

The necessary quorum was present for all the meetings.

4. Nomination and Remuneration Committee:

- a. Pursuant to Section 178(1) of the Companies Act, 2013, the Committee was renamed as “Nomination and Remuneration Committee.
- b. The broad terms of reference of the nomination and Remuneration committee are as under:
 - To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a Policy, relating to the remuneration for the directors, Key Managerial Personnel and other employees;
 - To identify persons who are qualified to become directors and who may be appointed in Senior Management in accordance with the criteria laid down, recommend to the Board their appointment and removal;
 - To evaluate performance of Directors, Key Managerial Personnel and senior management and formulate the appropriate performance benchmarks.
 - To formulate appropriate remuneration policy having balance between fixed and incentive pay according to short term and long term performance objectives.
 - To formulate specific remuneration packages for executive directors including pension rights and any compensation payment.
 - Any other matter as may be deemed necessary.

- c. The composition of the nomination and remuneration committee and the details of meetings attended by its members are given below.

Name	Category	Number of meetings during the financial year 2014-2015	
		Held	Attended
Mr. Nitin Agarwal – Chairman	Independent Non Executive Director	4	4
Mr. Jugalkishore Tapadia	Independent Non Executive Director	4	2
Mr. Ramesh Khetan	Independent Non Executive Director	4	4

There was no meeting of the Remuneration Committee during the financial year 2014-15.

V. Disclosure on Remuneration of Directors:

- All element of remuneration package of individual directors summarized under major groups, such as salary benefits, bonuses, stock option, pension etc. – NIL
- 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.
- Service contracts, notice period, severance fees – NIL.
- 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. Stakeholder’s relationship Committee:

- The Company had a shareholders/investors grievance committee of directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt Notices/annual Reports, ect. The nomenclature of the said committee was changed to stakeholders relationship committee in the light of provisions of the Act and revised clause 49 of the Listing Agreement.

The composition of the stakeholders' Relationship committee and the details of meetings attended by its members are given below:

Name	Category	Number of meetings during the financial year 2014-2015	
		Held	Attended
Mr. Ramesh Khetan -Chairman	Independent Non-Executive Director	4	4
Mr. Jugalkishore Tapadia	Independent Non-Executive Director	4	4
Mr. Nitin Agarwal –	Independent Non-Executive Director	4	4

- ii. Total Four stakeholders' Relationship committee meetings were held during the year and the gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

30th May, 2014, 14th August, 2014, 14th November, 2014 and 14th February, 2015

The necessary quorum was present for all the meetings.

- iii. **The Name, Designation & address of the Compliance Officer;**

Mr. P. C. Dhoot.
Compliance officer
Dhoot Industries Limited,
C-001, Prathamesh Horizon, New Link Road,
Borivali (W), Mumbai – 400092.
Tel.: (022) 66970244 Fax: (022) 66970245
Email: dhoot_2000@rediffmail.com

- iv. **Number of complaints from shareholders during the year ended 31st March, 2015**

Complaints outstanding as on 1 st April, 2014	0
Complaints received during the year 31 st March, 2015	1
Complaints resolved during the year ended 31 st March, 2015	1
Complaints pending as on 31 st March, 2015.	0

None of the investors' complaints was pending unresolved as on 31st March, 2015.

6. General Body Meetings:

i. General Meeting:

a. Annual General Meeting:

Financial Year	Date	Time	Venue	Special Business
2011-2012	29/09/2012	12.00 Noon	Regd. Office	N.A
2012-2013	29/09/2013		Regd. Office	N.A
2013-2014	29/09/2014		Regd. Office	2

b. Extra-ordinary general Meeting:

No Extraordinary General Meeting of the members was held during the year 2014-2015

c. Details of special resolution passed through postal ballot, the person who conducted the postal ballot exercise and details of the voting pattern:

During the year under review, not special resolution has been passed through the exercise of postal ballot.

None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

None of the items to be transacted at the ensuing meeting is required to be passed by postal ballot.

7. Disclosures:

i. Related Party transactions.

During the period under review, besides the transactions reported elsewhere, there were no other related party transactions with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the company at large.

ii. Details of non compliance by the company, penalties, strictures imposed on the company by the stock exchanges or the securities and exchange board of India or any statutory authority, on any matter related to capital markets, during the last three years: The Company received a notice from BSE Limited dt.29th January, 2015 imposing fine for late submission of Annual Report for the year 2014 as per clause 31 of the listing agreement. However the Company has paid penalty of Rs.6,742/-[Rupees Six Thousand Seven Hundred Forty two only] and the said default was made good and also received a Show cause Notice from BSE Limited dt.7th February, 2015 for non compliance of provision of Clause 15/16 of the Listing Agreement. However the Company replied the said notice vide letter dt. 18th February, 2015 and there was no penalty and fine was levied Further Company has not appointed Company Secretary and Internal Auditor of the Company.

iii. Whistle Blower policy and affirmation that no personnel has been denied access to the audit committee.

iv. 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, Company has submitted Quarterly/ Yearly results to Bombay Stock Exchange after approval of Board of Directors.

Company has its own website in the name of www.dhootindustries.net 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 Intuitional 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:

i.	Annual General Meeting Date and Time Venue	
	Date	30 th September, 2015
	Time	10.30 a.m
	Venue	Office No.4, Prathmesh Leela, new link road , Borivali West 400092
ii.	Financial Calendar	1 st April ,2014 to 31 st March,2015
	I quarter results (June 30)	On or before 14 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 (March31)	On or before 30 th May, 2015
iii.	Date of Book-closure	Wednesday the 23 rd September, 2015 to Wednesday the 30 th September, 2015.
iv.	Dividend Payments Date	The board of Directors have not proposed any dividend for current financial year
v.	Listing on Stock Exchanges in India	BSE Limited.
vi.	Stock Code	523862

vii. Market price data:

High, Low during each month in last financial year.

Months	BSE	
	High	Low
April-2014	1.5	1.5
May-2014	1.5	1.43
June-2014	1.57	1.57
July-2014	1.57	1.57
August-2014	NIL	NIL
September-2014	NIL	NIL
October-2014	Nil	Nil
November-2014	1.3	1.24
December-2014	1.4	1.2
January-2015	1.28	1.17
February-2015	1.35	1.2
March-2015	1.36	1.3

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

viii. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL index etc.



 DHOOT

 SENSEX

ix. Registrars and transfer agents:

Name and Address : Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L. B. S. Marg, Bhandup,
Mumbai – 400 078.
Tel No.: 91 22 – 2596 3838
Fax No.: 91 22 – 2594 6969
Email: rnt.helpdesk@linkintime.co.in
shruthi.shetty@linkintime.co.in

x. 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.

xi. Distribution of shareholding:

Distribution of equity shareholding as on March 31, 2015:

Number of shares	Holding	Percentage to capital	Number of Accounts	Percentage to total accounts.
1-500	5013	86.2823	1088282	29.1604
501-1000	479	8.2444	422067	11.3093
1001-2000	230	3.9587	347026	9.2985
2001-3000	27	0.4647	67710	1.8143
3001-4000	11	0.1893	40897	1.0958
4001-5000	13	0.2238	59289	1.5886
5001-10000	15	0.2582	110000	2.9474
10001-above	22	0.3787	1596779	42.7856

xii. Dematerialization of shares and liquidity.

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, 2015, 17,19,550 Equity Shares representing 46.08% were held

in Demat form & the balance 20,12,500 Equity Shares representing 53.92% were in physical form.

xiii. Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity.

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments in the past and hence as on March 31, 2015 the Company does not have any outstanding GDRs/ADRs/Warrants or any convertible instruments

xiv. Since Company is a service provider; the Company doesn't have any plants as such.

xv. Address for correspondence:

Dhoot Industries Limited
C-001, Prathamesh Horizon, New Link Road, Borivali (W),
Mumbai -400 092
Tel: 022-66970245 Fax: 022-28689842,
Email: dhoot_2000@rediffmail.com
Website: www.dhootindustries.net

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I, Mr. P.C. Dhoot, CEO of the Company hereby declare that all the Board members and senior management personnel have affirmed compliance with the code on an annual basis.

For Dhoot Industries Limited

Date: 30th May, 2015
Place: Mumbai

Sd/-
Mr. P.C. Dhoot
(CEO)

AUDITORS REPORT ON CORPORATE GOVERNANCE

To,
The Board of Directors
Dhoot Industries Limited

We have reviewed the implementation of Corporate Governance procedures by the Company during the period ended 31st March, 2015 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 conditions of Corporate Governance is the responsibility of the management. Our examination is neither an audit nor an expression of opinion on 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 as stipulated in Clause 49 of the Listing Agreement with the Stock Exchange.

We further state that our examination of such compliance is neither an assurance as to the 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
Partner
M.No 31774

Place :Mumbai
Date : 14th August, 2015

CEO/CFO CERTIFICATION

To,
Dhoot Industries Limited

We, CEO and CFO of the Company hereby certify that in respect of the financial year ended on March 31, 2015.

1. We have reviewed the financial statement and the cash flow statements for the year and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
 - b. 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.
2. 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.
3. 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.
4. We have indicated to the auditors and the Audit Committee:
 - a. Significant changes, if any, in internal control over financial reporting during the year;
 - b. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Mr. P.C. Dhoot
CEO

Sd/-
Mr. Pankaj Dhoot
CFO

Date: 30th May, 2015

Place: Mumbai.

AUDITORS' REPORT

TO THE MEMBERS OF DHOOT INDUSTRIES LIMITED

We have audited the accompanying financial statements of DHOOT INDUSTRIES LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to 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 principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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 have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. 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 financial control relevant to the Company's preparation of the financial statements that give true and fair view 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 Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the notes thereon give the information required by the Companies Act, 2013, in the manner so required for the companies and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015
- b) in the case of the Profit and Loss Account of the profit for the year ended on that date; and
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us:
 - i. As per information and explanation provided, company doesn't have any pending litigation that could affect the fairness of the financial statement.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
 - iii. There were no amounts which required to be transferred to Investor Education and Protection Fund

**FOR SHYAM C. AGARWAL & CO.
CHARTERED ACCOUNTANTS**

**Sd/-
SHYAM C. AGARWAL
(PROPRIETOR)
M. NO. 31774**

**PLACE: MUMBAI
DATE: 30.05.2015**

**Annexure to the auditor's report
To the Members of Dhoot Industries Limited**

Referred to in paragraph 3 and 4 of our report of even date

- (i) The Company has no fixed assets hence the said clause is not applicable to the company.
- (ii) The Company does not deal in any goods therefore the said clause is not applicable to the company.
- (iii) The Company during the period has not granted any loans to parties listed in the register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of the said clause are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there exist an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to its business activities. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- (v) According to the information and explanation given to us, the company has not accepted any deposits from the public. Therefore, the provisions of said clause are not applicable to the Company.
- (vi) As explained to us the requirement of maintenance of cost records under section 148(1) (d) of the Companies Act, 2013 does not apply to the company.
- (vii) In respect of statutory dues:
 - (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been generally regularly deposited with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2015 for a period of more than six months from the date of becoming payable.
 - (b) According to the information and explanations given to us, no disputed amounts payable in respect of the dues of Income Tax, Sales Tax, Wealth Tax, Service Tax, Duty of Excise, Value Added Tax, Cess were outstanding as at March 31, 2015.
 - (c) According to the information and explanations given to us, the Company does not require to transfer funds to Investor Education and Protection Fund.
- (viii) The company has no accumulated losses as at March 31, 2015. Hence the said clause is not applicable.
- (ix) According to the information and explanations given to us, the Company has not defaulted in any repayment to a financial institution, bank or debenture holders & therefore the said clause relating to maintenance of documents and records is not applicable.
- (x) According to the information and explanations given to us, the Company has not given guarantee for loans taken by others from banks or financial institutions.
- (xi) Company has not obtained term loan secured. Thus, said clause is not applicable.
- (xii) 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. AGARWAL & CO.
CHARTERED ACCOUNTANTS
F.R. No. 110243W**

**Sd/-
SHYAM C. AGARWAL
(PROPRIETOR)
M. NO. 31774**

**PLACE: MUMBAI
DATE: 30.05.2015**

DHOOT INDUSTRIES LIMITED
Balance Sheet as at 31st March 2015

Particulars		Note No.	31st March 2015	31st March 2014
I.	EQUITY AND LIABILITIES			
1	Shareholders' funds			
(a)	Share capital	1	37,320,500	37,320,500
(b)	Reserves and surplus	2	5,097,636	6,761,485
(c)	Money received against share warrants			
2	Share application money pending allotment		-	-
3	Non-current liabilities			
(a)	Long-term borrowings	3	28,032,277	60,474,195
(b)	Deferred tax liabilities (Net)			
(c)	Other Long term liabilities	4	-	300,000
(d)	Long-term provisions		-	-
4	Current liabilities			
(a)	Short-term borrowings		-	-
(b)	Trade payables		-	-
(c)	Other current liabilities	5	482,720	448,655
(d)	Short-term provisions	6	169,691	31,223
	TOTAL		71,102,824	105,336,057
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	16,355,338	16,855,338
(c)	Deferred tax assets (net)		-	
(d)	Long-term loans and advances	8	52,699,013	87,116,721
(e)	Other non-current assets	9	155,952	-
2	Current assets			
(a)	Current investments			
(b)	Inventories		-	-
(c)	Trade receivables		-	
(d)	Cash and cash equivalents	10	1,882,087	1,360,055
(e)	Short-term loans and advances			
(f)	Other current assets		10,433	3,943
	TOTAL		71,102,824	105,336,057

NOTE 1

Share Capital

<u>Particulars</u>	<u>31st March 2015</u>	<u>31st March 2014</u>
<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)Reconciliaition of shares outstanding

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

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

SR NO	Name of Shareholder	<u>31st March 2015</u>		<u>31st March 2014</u>	
		<u>No. of Shares</u>	<u>% of Holding</u>	<u>No. of Shares held</u>	<u>% of Holding</u>
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

<u>Particulars</u>	<u>31st March 2015</u>	<u>31st March 2014</u>
<u>a. Capital Reserve</u>	2,634,500	2,634,500
<u>b. Surplus</u>		
Opening balance	4,126,985	3,661,238
(+) Net Profit/(Net Loss) For the current year	(1,663,849)	465,747
Closing Balance	2,463,136	4,126,985
Total	5,097,636	6,761,485

NOTE 3

Long Term Borrowings

Particulars	31st March 2015	31st March 2014
	`	`
Unsecured Loans		
Loan from directors	28,032,277	7,380,205
Loan from others	-	53,093,990
Total	28,032,277	60,474,195

Loans from Directors are Interest Free Loans
There is not Fixed Re-payment Schedule for the same.

NOTE 4

Other Long Term Liabilities

Particulars	31st March 2015	31st March 2014
	`	`
(a) Other payables		
1 Other payables	-	300,000
Total	-	300,000

NOTE 5

Other Current Liabilities

Particulars	31st March 2015	31st March 2014
	`	`
(a) Other payables		
1 TDS payable	204,720	22,011
2 Link In time(Share Transfer)	-	-5,149
3 Professional Fees Payable	-	9,000
4 Accounting Charges	-	36,000
5 Audit Fees Payable	28,000	28,000
6 Salary Payable	250,000	355,000
7 HS Associate	-	3,793
Total	482,720	448,655

NOTE 6

Short Term Provision

<u>Particulars</u>		31st March 2015	31st March 2014
(a) Other Provision			
1	Provision For Income Tax	169,691	31,223
		169,691	31,223

NOTE 7

Non- current Investments

<u>Particulars</u>		31st March 2015	31st March 2014
(A)	Trade Investments		
	Quoted Equity Shares	2,124,400	3,534,400
(B)	Other Investemnst		
			-
1	Unquoted Non- Trade Investments	14,158,938	12,748,938
2	1500 equity shares of ` 10 each fully paid in PCI	72,000	72,000
3	Investment in Partnership Firm	-	500,000
		16,355,338	16,855,338

Long Term Investments are valued at Cost as per AS-13
Short Term Investments are valued at Cost or Market Value, whichever is lower.

NOTE 8

Long Term Loans and Advances

<u>Particulars</u>	31st March 2015	31st March 2014
a. Security Deposits		
Unsecured, considered good	4,000	4,000
	4,000	4,000
b. Loans and advances		
Loan to others	52,695,013	87,112,721
	52,695,013	87,112,721
Total	52,699,013	87,116,721

NOTE 9

Other non-current assets

<u>Particulars</u>	31st March 2015	31st March 2014
3	TDS Receivable	-
	155,952	-

NOTE 10

Cash and cash equivalents

<u>Particulars</u>	31st March 2015	31st March 2014
a. Balances with banks		
1 Balance with Banks	1,830,107	1,184,365
b. Cash in hand	51,981	175,691
Total	1,882,088	1,360,056

(in Rupees)

Notes Forming Integral Part Of Financial Staements	1-15	.
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FOR DHOOT INDUSTRIES LIMITED

Sd/-
PUSHPADEVI DHOOT
(DIRECTOR)

52

NOTE 11

Revenue from operations

Particulars	31st March 2015	31st March 2014
Interest and other Income	3,281,937	2,131,017
Total	3,281,937	2,131,017

NOTE 12

Other Income

Particulars	31st March 2015	31st March 2014
Dividend Receipt	675	2,250
Interest on Income Tax Refund	-	23,751
Interest on FD	130,557	-
Total	131,232	26,001

NOTE 13

Employee Costs

Particulars	31st March 2015	31st March 2014
Salaries & Other Employees Benefits	1,830,000	810,000
	1,830,000	810,000

NOTE 14

Finance costs

Particulars	31st March 2015	31st March 2014
Bank Charges	12,110	11,114
	12,110	11,114

NOTE 15

Other Expenses

SR No	Particulars	31st March 2015	31st March 2014
1	Accounts w/off	16,347	36,000
2	Advertisement	12,360	18,526
3	Conveyance	120,250	77,083
4	Electricity charges	109,817	40,122
5	Legal & Professional Fees	55,000	117,354
6	Listing & Registration fees	189,860	16,854
7	Miscellaneous expenses (Including ROC)	11,625	49,852
8	NSDL & CSDL Charges	13,482	13,482
9	Office expenses	227,750	45,125
10	Postage & Telegram Charges	-	15,105
11	Service Tax	140,956	140,956
12	Share transfer expenses	61,849	87,641
13	Telephone	34,600	10,995
14	Travelling Expense	-	58,500
15	Website charges	-	4,300
16	Payments to the auditor as a. auditor Remuneration,	28,000	28,000
Total		1,021,896	759,895

DHOOT INDUSTRIES LIMITED
CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET AS AT 31ST MARCH 2015
(Amount in Rs.)

PARTICULARS	2014-15	2013-14
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit / (Loss) Before tax paid and extra ordinary items	(1,498,037)	576,010
Less : Extra-ordinary items	-	-
	(1,498,037)	576,010
<u>Adjusted for :</u>		
Depreciation	-	-
Operating Profit/(Loss)before Working Capital Changes	(1,498,037)	576,010
<u>Adjusted for :</u>		
Other Current Liabilities	34,065	(214,560)
Short Term Provision	138,468	31,223
Other Non- Current Asstes	(321,764)	185,462
Other Current Assets	(6,490)	(3,943)
Other long term liabilities	(300,000)	(429,535)
NET CASH FROM OPERATING ACTIVITIES	(A)	
	(1,953,758)	144,657
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Investments made during the year	500,000	(5,807,800)
Loans given	34,417,708	6,820,493
NET CASH FROM INVESTING ACTIVITIES	(B)	
	34,917,708	1,012,693
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from Short term borrowings	(32,441,918)	(1,054,239)
NET CASH FROM FINANCING AC	(C)	
	(32,441,918)	(1,054,239)
NET INCREASE IN CASH & CASH EQUIVALENT	(A+B+C)	
	522,032	103,111
OPENING BALANCE OF CASH & CASH EQUIVALENT		
	1,360,056	1,256,945
CLOSING BALANCE OF CASH & CASH EQUIVALENT		
	1,882,088	1,360,056

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/-
PUSHPADEVI DHOOT
DIRECTOR

Auditors Certificate

we have examined the above Cash Flow statement of M/s DHOOT INDUSTRIES LIMITED for the year ended March 31, 2015 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 May, 30 2015 to member of the company.

for SHYAM C.AGARWAL & CO.
Chartered Accountants

Sd/-
S.C.AGARWAL
(PROPRIETOR)

Place: Mumbai
Date: 30.05.2015

DHOOT INDUSTRIES LIMITED

AUDITOR'S NOTES FORMING PART OF ACCOUNTS & AUDITORS REPORT FOR THE YEAR ENDED ON 31 ST MARCH 2015.

NOTE 17

1. Significant Accounting Policies:

AS -1 Disclosures of Accounting Policies

1. The accounts are prepared in accordance with historical cost convention and mercantile system of Accounting is followed.

AS-9 Revenue Recognition

2. With respect to Income, Interest Income is provided on accrual basis.

AS-13 Accounting for Investments

3. Investments are valued as per AS-13 issued by ICAI.

AS-17 Segment Reporting

4. The company does not have any reportable geographical or business segment.
Hence AS-17 is not applicable.

AS-17 Related Party

5. The company had taken loans from the following related parties:
 - Pushpa Devi Dhoot
 - Padam chand Dhoot

**For SHYAM C. AGRAWAL & CO.
Chartered Accountants
FRN: 1102430W**

**Sd/-
SHYAM AGRAWAL
(Proprietor)
M.No. 031774**

For DHOOT INDUSTRIES LIMITED

**Sd/-
(P.C Dhoot)
Director**

**Sd/-
(Pushpadevi Dhoot)
Director**

**PLACE : MUMBAI
DATED: 30.05.2015**

DHOOT INDUSTRIES LIMITED
CIN: L67120MH1985PLC037772
REGD. OFFICE: C-001, Prathamesh Horizon, New Link Road, Borivali (W) Mumbai – 400092
Tel.: 022-66970245 Fax: 022-28689842, E-Mail: dhoot_2000@rediffmail.com
Website: www.dhootindustries.net

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 30th ANNUAL GENERAL MEETING of the Company held at the registered office of the Company situated at Office No.4, Prathamesh Leela, New Link Road, Borivali (West) Mumbai-400092 on Wednesday the 30th September, 2015 at 10.30 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: C-001, Prathamesh Horizon, New Link Road, Borivali (W) Mumbai – 400092
Tel.: 022-66970245 Fax: 022-28689842, E-Mail: dhoot_2000@rediffmail.com
Website: www.dhootindustries.net

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 **30th ANNUAL GENERAL MEETING** of the Company to be held at the registered office of the Company situated Office No.4, Prathamesh Leela, New Link Road, Borivali (West) Mumbai-400092 the Wednesday the 30th September, 2015 at 10.30 a.m. and at any adjournment thereof.

Resolution No.	Resolutions	For	Against
	Ordinary Business:		
1	To receive, consider and adopt the Financial Statements of the Company for the year ended 31 st March 2015 including audited Balance sheet as at 31 st March, 2015 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.		
2	Ordinary Resolutions for Appointment of Director in place of, Mr. P.C. Dhoot, 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	Appointment of Shri. P.C. Dhoot as a Managing Director of the Company.		
5	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.		
6	Special Resolution under Section 13 for change of name of the Company		
7	Adoption of new set of Articles of Association.		

Signed this..... day of , 2015.

Signature of the Shareholder.....

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

REVENUE
STAMP

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 commencement of the meeting.**
2. For the resolutions, explanatory statements and notes please refer to the notice of 30th 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.

BALLOT FORM

DHOOT INDUSTRIES LIMITED

CIN: L67120MH1985PLC037772

REGD. OFFICE: C-001, Prathamesh Horizon, New Link Road, Borivali (W) Mumbai – 400092

Tel.: 022-66970245 Fax: 022-28689842, E-Mail: dhoot_2000@rediffmail.com

Website: www.dhootindustries.net

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	:	

I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual general Meeting dated Wednesday the September 30, 2015, by conveying my/ our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below::

Resolution No.	Resolutions	For	Against
	Ordinary Business:		
1	To receive, consider and adopt the Financial Statements of the Company for the year ended 31 st March 2015 including audited Balance sheet as at 31 st March, 2015 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.		
2	Ordinary Resolutions for Appointment of Director in place of, Shri. P.C. Dhoot 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	Appointment of Shri. P.C. Dhoot as a Managing Director of the Company.		
5	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.		
6	Special Resolution under Section 13 for change of name of the Company		
7	Adoption of new set of Articles of Association.		

Place:

Date:

Signature of the Member
Or
Authorised Representative

Notes:

If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.

Last date for receipt of Assent/ Dissent Form: **September 29, 2015 (5.00 pm IST)**

Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions

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.

The notice of Annual General Meeting is dispatch to the members whose names appear on the Register of Members as on **Friday the August 28, 2015** 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.

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:

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. 5.00 pm on **Tuesday September 29, 2015**. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.

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.

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.

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.

Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.

There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.

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.

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.

The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.

Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.