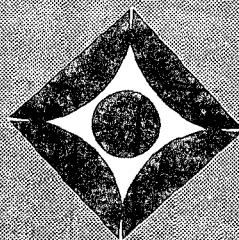


ANNUAL REPORT

2008 - 2009



D H O O T
INDUSTRIAL FINANCE LIMITED

**DHOOT INDUSTRIAL FINANCE LIMITED****BOARD OF DIRECTORS**

Shir Rajgopal Dhoot	<i>Chairman</i>
Shri Rohit Kumar Dhoot	<i>Managing Director</i>
Shri S. Venkatachalam	
Shri Abhay Firodia	
Shri Girish C. Choksey	
Shri Rajesh M. Loya	

AUDITORS

Bansi S. Mehta & Co.
Chartered Accountants
Mumbai

BANKERS

Indian Overseas Bank
UTI Bank Limited

REGISTERED OFFICE

504, Raheja Centre,
214, Nariman Point,
Mumbai 400 021

Name and Address of Stock Exchanges on which shares of the company are listed :

Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai 400 001.

Company has paid Annual Listing Fees for the 2009-2010.
to Bombay Stock Exchange Ltd.
ISIN No. INE313G01016

Members are requested to send transfer and all the communications relating to notification of change in address, enquires regarding transfer of shares, dividend etc. to the Shares Transfer Agents of the Company at the following address :

Sharepro Services (India) Pvt. Ltd.
13AB, Samhita Warehousing Complex,
Second Floor, Sakinaka Telephone Exchange
Off. Andheri Kurla Road,
Sakinaka, Andheri (E), Mumbai 400072.

Investors Complaint ID : diffic@gmail.com / ajay@dhootfinance.com

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of Dhoot Industrial Finance Limited will be held on Tuesday, the 22nd September, 2009 at 2.30 p.m., at M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20, Kaikhushru Dubash Marg, Kala Ghoda, Mumbai 400 001 to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2009 and Profit and Loss Account for the year ended on that date and the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in the place of Shri Abhay Firodia who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in the place of Shri Rajesh M. Loya who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS :

5. To consider and if thought fit to pass the following resolution as Special Resolution.

'RESOLVED THAT pursuant to the provisions of Section 163 and all other applicable provisions, if any, of the Companies Act, 1956 the Register of Members, index of Members, and other related books be kept at the premises of the Company's Registrar and Transfer Agents Viz. Sharepro Services (India) Private Limited, 13AB, Samhita Warehousing Complex, Second Floor, Sakinaka Telephone Exchange Lane, Off Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai 400 072 and also at 912, Raheja Centre, Free Press Journal Road, Nariman Point, Mumbai 400 021."

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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY**, Proxies in order to be effective must be received at the Registered Office not later than 48 hours before the commencement of the meeting.
2. The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, the 15th September, 2009 to Tuesday, the 22nd September, 2009.
3. A copy of explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed herewith.

By Order of the Board
For **DHOOT INDUSTRIAL FINANCE LIMITED**
Rajgopal Dhoot
Chairman

Registered Office :
504, Raheja Centre,
214, Nariman Point,
Mumbai 400 021.

Place : Mumbai
Date : 21st July, 2009



DHOOT INDUSTRIAL FINANCE LIMITED

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 :

Under the provisions of the Companies Act, 1956 (the "Act") certain documents such as the Register and index of Members, Register and index of Debentureholders, other related books and papers etc., are required to be kept at the Registered Office of your Company, However, these documents can be kept at any other place within the city, town or village in which the Registered Office of your Company is situated, with the approval of the Members to be accorded by a Special Resolution.

M/s. Sharepro Services (India) Private Limited, Mumbai is our Registrar and Share Transfer Agent (RTA), who have been providing depository related services for the shares held in demat mode and also acting as the Share Transfer Agent for the Shares held in physical segment. Hence, the approval of the Members is sought in terms of Section 163(1) of the Act, for keeping the aforementioned Registers and documents at the premises of the RTA as stated in the resolution. The Board of Directors recommends the resolution as set out in the Notice for your approval.

By Order of the Board
For **DHOOT INDUSTRIAL FINANCE LIMITED**
Rajgopal Dhoot
Chairman

Registered Office :
504, Raheja Centre,
214, Nariman Point,
Mumbai 400 021.

Place : Mumbai
Date : 21st July, 2009

Details of the Directors seeking reappointment at the Annual General Meeting to be held on 22nd September, 2009

Name of Director	Shri. Abhay Firodia	Shri. Rajesh M. Loya
Date of Birth	05/11/1944	20/07/1966
Qualification	B. A.	Chartered Accountant
Expertise in specific functional area	Industrialist	Practicing Chartered Accountant
List of other Public Limited Companies (in India) in which Directorship held	Force Motors Limited ZF Steering Gears (India) Ltd. Sudarshan Chemicals Industries Ltd. Jaya Hind Industries Ltd. Dhoot Compack Ltd. Bharat Hotels Ltd.	Techno Shares & Stocks Limited
Chairman / Member of the Committee(s) of Board of Directors of other Companies in which he is a Director		
a) Audit Committee	-	--
b) Remuneration Committee	-	--
c) Shareholders / Investors Grievance Committee	-	--

DIRECTORS REPORT

Your Directors' have pleasure in presenting the Thirty First Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2009.

1. FINANCIAL HIGHLIGHTS :**(Rs. in Lacs)**

	Year ended March 31, 2009	Year ended March 31, 2008
Total Income	10014.67	17037.72
Profit before Depreciation and tax	173.00	828.80
Less : Depreciation	131.65	119.08
Profit Before Tax	41.35	709.72
Less: Provision for tax	(1.66)	(78.54)
Add : Deferred Tax (Net)	(7.21)	(41.23)
Add : Fringe Benefit Tax	(4.11)	(4.17)
Add/(Less) : Provision for earlier years	4.80	0.19
Profit After Tax	33.17	585.97
Add : Surplus Brought forward from previous years	1561.83	975.85
Balance Carried to Balance Sheet	1595.00	1561.83

2. BUSINESS & PERFORMANCE :

During the year under review, total income is at Rs.10,014.67/- lacs and the profit after tax is at Rs.33.17/- lacs, compared to Rs.17,037.72/- lacs and Rs.585.97/- lacs in last year respectively.

The windmill has generated 23.01 lakh units.

The Board Of Directors to conserve the resources do not recommend payment of any dividend for the financial year ended 31st March 2009.

3. DIRECTOR'S RESPONSIBILITY STATEMENT :

Pursuant to Section 217(2AA) of the Companies Act, 1956, your Directors confirm :-

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2009, the applicable accounting standards 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 judgements and estimates that were 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 the year under review;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts for the year financial ended 31st March, 2009 on a 'going concern' basis.


4. FIXED DEPOSIT :

The Company has not accepted any fixed deposit during the year under review.

5. CORPORATE GOVERNANCE :

Your company has complied with the Corporate governance regulations as laid down in clause 49 of the listing agreement with Bombay Stock Exchange Ltd.. A detailed compliance report on Corporate Governance is enclosed in this report.

6. DIRECTORS :

Shri Abhay Firodia, Director is liable to retire by rotation and being eligible offers himself for reappointment.

Shri Rajesh M. Loya, Director is liable to retire by rotation and being eligible offers himself for reappointment.

7. AUDITORS :

M/s. Bansi S. Mehta & Co. Chartered Accountants, Mumbai Auditors of the Company, holds office upto the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment.

8. PARTICULARS OF EMPLOYEES :

None of the employees received remuneration during the year in excess of the limit specified under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules 1975, as amended.

9. PARTICULARS FOR CONSERVATIONS OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO :

The Company's project regarding generation, supply and distribution of electric power by use of non conventional renewable energy devices does not consume any energy. However the company has taken effective steps to conserve the energy and the said efforts has reduced the cost of generation of electric power. The Company has deployed indigenous technology for the generation of the electric power. The details required to be given in form A is not applicable to the Company. The Company has not earned any foreign exchange and there was foreign exchange outgo of Rs.7.51/- lakhs.

10. ACKNOWLEDGEMENT :

The Board takes this opportunity to thank Customers, Bankers, Shareholders and Employees for the co-operation and assistance extended to the company and they look forward to their continued support.

By Order of the Board
For **DHOOT INDUSTRIAL FINANCE LIMITED**

Rajgopal Dhoot
Chairman

Place : Mumbai
Date : 21st July, 2009

COMPLIANCE REPORT ON CORPORATE GOVERNANCE AS PRESCRIBED IN ANNEXURE-2 OF THE LISTING AGREEMENT :**MANDATORY REQUIREMENTS :****1. A brief Statement on the company's philosophy on code of governance.**

Your Company is fully committed to good corporate governance practices as laid down by SEBI. It envisages attainment of the Company's affairs transparency & accountability in the functioning of the Company and helps the management in the efficient conduct of the Company's affairs and in protecting the interest of various participants like shareholders, employees, lenders, clients etc. and at the same time places due emphasis on compliance of various statutory laws.

2. Board of Directors :**(i) Composition and category of Directors**

The Board of Directors is constituted in compliance with the Companies Act, 1956 and listing agreement with Bombay Stock Exchange Ltd.:-

Composition and Category of Directors			
Srn	Name	Designation	Category
1	Shri. R. G. Dhoot	Chairman	Non Executive
2	Shri. R. K. Dhoot	Managing Director	Executive
3	Shri. S. Venkatachalam	Director	Non Executive
4	Shri. Abhay Firodia	Director	Non Executive, Independent
5	Shri. Rajesh M. Loya	Director	Non Executive, Independent
6	Shri. Girish C. Choksey	Director	Non Executive, Independent

(ii) Attendance of each Director at BoDs meetings and Last AGM

Name of Director	Board Meetings		Last AGM if Attended
	Held	Attended	
Shri. R. G. Dhoot	4	4	Yes
Shri. R. K. Dhoot	4	4	Yes
Shri. S. Venkatachalam	4	0	No
Shri. Abhay Firodia	4	0	No
Shri. Rajesh M. Loya	4	4	Yes
Shri. Girish C. Choksey	4	4	No



(iii) Number of other BoDs or Board Committees he is a member or Chairman

Name of Director	Number of Directorships in other Companies*	Committee memberships**	Committees chairmanships**
Shri. R. G. Dhoot	3	-	-
Shri. R. K. Dhoot	6	-	-
Shri. S. Venkatachalam	2	-	-
Shri. Abhay Firodia	6	-	-
Shri. Rajesh M. Loya	1	-	-
Shri. Girish C. Choksey	5	1	-

* This excludes Directorships held in Indian Private Limited companies.

** Member/Chairman of Audit Committees and Share Transfer / Investor Grievance Committees.

(iv) Number of Board of Directors meetings held, dates on which held :

Four Board meetings were held in the year with a gap of less than four months between any two meetings. The meetings were held on April 23, 2008, July 31, 2008, October 31, 2008 and January 30, 2009.

3. Audit Committee :

(i) Brief Description of terms of reference :

The Company re-constituted Audit Committee as per the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the listing agreement with Bombay Stock Exchange Ltd. on 21st April, 2003.

The purpose of the Audit Committee is to provide independent and objective evaluation of financial reporting, accounting functions, internal audit and controls, to assure the objectivity, credibility and correctness of the company's financial reporting process and disclosures of its financial information.

(ii) Composition, name of members and Chairman :

Srn.	Name of Director	Title	Status
1	Shri Rajesh M. Loya	Chairman	Independent, Non Executive Director
2	Shri. Girish C. Choksey	Member	Independent, Non Executive Director
3	Shri. Abhay Firodia	Member	Independent, Non Executive Director
4	Shri. R. G. Dhoot	Member	Non Executive Director

Shri Rajesh M. Loya, chairman has accounting knowledge.

(iii) Meetings and Attendance during the year :

During the year under review the meeting of the Audit committee held on 16th April 2008, 14th July, 2008, 16th October, 2008, and 16th January, 2009.

31ST ANNUAL REPORT 2008-2009**Details of attendance :**

Name of Director	Held	Attended
Shri. Rajesh Loya	4	4
Shri. Girish C. Choksey	4	4
Shri. Abhay Firodia	4	0
Shri. R. G. Dhoot	4	4

4. Remuneration Committee :**(i) Brief description of terms of reference :**

The Company has formed remuneration committee on 21st April, 2003.

(ii) Composition, name of members and Chairman of Remuneration Committee :

Srn.	Name of Director	Title	Status
1	Shri Rajesh M. Loya	Chairman	Independent, Non Executive Director
2	Shri. Girish C. Choksey	Member	Independent, Non Executive Director
3	Shri. Abhay Firodia	Member	Independent, Non Executive Director
4	Shri. R. G. Dhoot	Member	Non Executive Director

The Company paid a sum of Rs.4,80,000/- as remuneration to Mr. R. K. Dhoot, Managing Director, during the year under review. No sitting fees were paid to managing director.

No meetings of remuneration committee was held during the year under review in absence of any business to transact.

5. Shareholders / Investors Grievance Committee :

The Company has formed Shareholders / Investors Grievance committee on 21st April, 2003, to look into shareholders and investors grievances.

- (i) **Name of Non-executive director heading the committee** : *Shri Rajesh M. Loya*
- (ii) **Name and Designation of Compliance officer** : *Mr. Bharat C. Mistry,
Account Executive*
- (iii) **Number of Shareholders complaints received so far** : Nil
- (iv) **Number not solved to the satisfaction of shareholders** : Nil
- (v) **Number of pending share transfers** : Nil

Details of attendance :

Name of Director	Held	Attended
Shri. Rajesh Loya	4	4
Shri. Girish C. Choksey	4	4
Shri. Abhay Firodia	4	0
Shri. R. G. Dhoot	4	4



DHOOT INDUSTRIAL FINANCE LIMITED

6. General Body Meetings :

Location and time, where the last three AGMs held :

Date of AGM	Time of AGM	Location
September 27, 2006	4.30 p.m.	Conference Hall, The Malabar Hill Club, B.G.Kher Marg Mumbai – 400 006.
September 27, 2007	4.30 p.m.	Conference Hall, The Malabar Hill Club, B.G.Kher Marg Mumbai – 400 006.
September 26, 2008	4.30 p.m.	Conference Hall, The Malabar Hill Club, B.G. Kher Marg, Malabar Hill, Mumbai – 400 006.

7. Disclosure :

- None of the transactions with any of the related parties were in conflict with the interests of the Company at large. Transaction with related parties are disclosed in Note No. 2 of Schedule "T" to the Account in the Annual Report.
- There has been no non-compliance penalties/ strictures imposed on the Company by Stock Exchange(s) or SEBI or any other statutory authority, on any matter related to capital markets, during the last three years.

8. Means of Communication :

The quarterly results are published in "The Asian Age" an English daily and in "Mumbai Lakshdeep" a vernacular Marathi newspaper.

9. General Shareholder Information :

1. Annual General Meeting :	
Date	September 22, 2009
Time	2.30 p.m.
Venue	M. C. Ghia Hall, Bhogilal Hargovindas Building, 2nd Floor, 18/20, Kaikhushru. Dubash Marg, Kala Ghoda, Mumbai 400 001.
2. Financial Year	
Financial reporting for the quarter :	April to March
1st Quarter June 30, 2009	(Tentative Dates) End of July, 2009
2nd Quarter Sept. 30, 2009	End of October, 2009
3rd Quarter Dec 31, 2009	End of January, 2010
4th Quarter Mar 31, 2010	End of April, 2010
Annual General Meeting for the year ending 31st March, 2009	End of September, 2009
3. Date of Book Closure	15/09/2009 to 22/09/2009
4. Dividend Payment Date	Not applicable