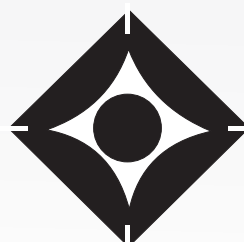


35th ANNUAL REPORT 2012 - 2013



D H O O T

INDUSTRIAL FINANCE LIMITED

For your requirements of

**Caustic Soda Lye
Sulphuric Acid
Liquid Chlorine
Hydrochloric Acid
Carbon Di Sulphide
Compressed Hydrogen Gas
Chloro Sulphonic Acid
Oleum 65%
Oleum 23%
Sodium Sulphate
Sodium Hypochlorite**

Contact

SAMPOORNA TRADERS

(A Divn. of Dhoot Industrial Finance Limited)

504, Raheja Centre, 214, Nariman Point, MUMBAI – 400 021.
Tel .: (022) 2284 5050/ (022) 2283 5152 Fax : 022 2287 1155
email : samptrade@gmail.com
website : www.dhootfinance.com

BOARD OF DIRECTORS

Shri Rajgopal Dhoot	Chairman
Shri Rohit Kumar Dhoot	Managing Director
Shri Abhay Firodia	
Shri Girish C. Choksey	
Shri Rajesh M. Loya	

AUDITORS

Bansi S. Mehta & Co.
Chartered Accountants
Mumbai

BANKERS

Indian Overseas Bank
Axis 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 had paid Annual Listing Fees for the 2013-2014. 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 Samita Warehousing Complex,
2nd Floor, Near Sakinaka Telephone Exchange, Andheri –Kurla Road
Sakinaka, Andheri (E),
Mumbai-400 072.

Investors Complaint: diffic@gmail.com



MEMORANDUM ON GREEN INITIATIVE

Dear Members,

We would like to inform all the Members that the Ministry of Corporate Affairs (MCA) has come out with circular Nos. 17/2011 dtd.21-04-2011 and 18/2011 dtd. 29-04-2011 promulgating "Green Initiative" of paperless compliances by encouraging Corporate to serve documents through electronic mode to Members, who have registered their email addresses with their Depository Participant (DP) or with the Company to receive documents electronically.

Taking forward this green initiative of the MCA and to reduce impact of global warming by saving on cost of paper, we are proposing to send Annual Report for the financial year 2012-13 and other document/notice by emails to all Members.

To support this noble gesture, we request whole hearted support of all the Members to register their email with their DP or with the Share Transfer Agent of the company, to receive documents/ notices electronically from the Company in lieu of physical copies All future notices and disclosures required to be given to Bombay Stock Exchange Ltd. will be available for view on Company's website www.dhootfinance.com. Please note that, in case you have already registered your e-mail address, you are not required to re-register unless there is change in your e-mail address. Members who are holding share in physical form are requested to send e-mail at diffic@gmail.com to update their e-mail address. Members are also requested to convert their physical holding into demat and consolidate their multiple folios into single folio. Please quote your Folio No. or DPID and Client ID, as the case may be, in all your communication.

Considering the potential for saving in paper& printing, we are sure, that all of you will subscribe to this noble "Green Initiative"

For DHOOT INDUSTRIAL FINANCE LIMITED

Rajgopal Dhoot
Chairman

NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Members of Dhoot Industrial Finance Limited will be held on Friday, the 27th September 2013 at 4.30 P.M. at Mileage (1st floor), MALABAR HILL CLUB LTD., B.G.Kher Marg, Malabar Hill, Mumbai-400 006 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2013 and Profit and Loss Account for the year ended on that date and the Reports of the Directors' and Auditor's 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 re-appoint M/s. Bansil S. Mehta & Co., Chartered Accountants (Firm Reg. No. – 100991W) as the Statutory Auditors of the Company for the financial year 2013-2014 to hold office from the conclusion of this Annual General Meeting up to the conclusion of the next Annual General Meeting at a remuneration as may be fixed by the Board of Directors in consultation with them.

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.** The instrument appointing the proxy must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
2. Under the Companies Act, 1956, **voting** is by a show of hands unless a poll is demanded by a member or members present in person, or by proxy, holding at least one-tenth of the total shares entitled to vote on the resolution or by those holding paid-up capital of at least Rs. 50,000.
3. The **Register of Member and Share Transfer Books** of the Company shall remain closed from Friday, the 20th September 2013 to Friday, the 27th September 2013, both days inclusive for taking a record of the Company's shareholders.
4. **Corporate Members** are requested to send to the Company, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
5. **Shareholders desiring any information** with regard to accounts, operations or Annual Report are requested to write to the Company at least 10 days in advance so as to enable the Company to provide the information at the Meeting.
6. Members /Proxies should bring duly-filled **Attendance Slips** sent herewith to attend the Meeting.

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

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

Rajgopal Dhoot
Chairman

Place: Mumbai
Date: 30th May 2013

**Information about the Directors seeking re-appointment under clause 49 (IV) (G) of the Listing Agreement**

Sl. No.	Particulars	Information
1	Name of Director	Shri. Abhay Firodia
2	Brief Resume	Shri. Abhay Firodi, aged 68 years joined the Board on September 24, 1944. By qualification he is a B.A. and has been associated with the Company since 18 years.
3	Expertise in specific functional area/s	Industrialist
4	Names of Other Companies in which the person also holds the Directorship	Force Motors Limited, Jaya Hind Industries Ltd., Dhoot Compack Ltd., Bharat Hotels Ltd.
5	Names of Other Companies in which the person also holds the Membership of following Committees of the Board:	—
	a Audit Committee	—
	b Remuneration Committee	—
	c Shareholders / Investors Grievance Committee	—
6	Disclosure of Shareholding of non-executive directors as stated in Clause 49 (IV) (E) (v) i.e. both own or held by / for other persons on a beneficial basis in the Company prior to re-appointment	NIL
7	Disclosure of relationships between Directors inter-se	Not Applicable

DIRECTORS REPORT

Your Directors' have pleasure in presenting the Thirty Fifth Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2013.

1. FINANCIAL HIGHLIGHTS:

(₹. in Lacs)

Particular	Year ended March 31, 2013	Year ended March 31, 2012
Total Income	8646.48	9707.98
Profit before Depreciation and tax	218.23	240.11
Less : Depreciation	70.91	79.94
Profit Before Tax	147.32	160.17
Less: Provision for tax	(3.20)	(7.40)
Add : Deferred Tax (Net)	25.80	72.18
Add/(Less): Provision for earlier years	6.80	-
Profit After Tax	176.72	224.95
Add : Surplus Brought forward from previous years	2563.64	2338.69
Balance Carried to Balance Sheet	2740.36	2563.64

2. BUSINESS & PERFORMANCE:

During the year under review, total income is ₹.8646.48Lacs and the profit after tax is ₹.176.72Lacs, compared to ₹.9,707.98 Lacs and ₹.224.95 Lacs in last year respectively. The Windmill has generated 24.25 Lacs Units.

3. DIVIDEND:

The Board of Directors do not recommend any dividend for the financial year ended 31st March, 2013 with a view to conserve the resources for the future growth of the Company.

4. DIRECTOR'S RESPONSIBILITY STATEMENT:

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

- (i) that in the preparation of the annual accounts for the financial year ended 31st March, 2013, 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 judgments 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, 2013 on a 'going concern' basis.

5. DEPOSITS:

The Company did not accept any deposit as defined under the Companies (Acceptance of Deposits) Rules, 1975 during the year ended 31st March, 2013.

6. CORPORATE GOVERNANCE:

Your company has complied with the Corporate Governance regulations as laid down in Clause 49 of the listing agreement of the Bombay Stock Exchange. A detailed Compliance Report on Corporate Governance together with the Certificate from M/s. Banshi S. Mehta & Co., Chartered Accountants is enclosed with this Annual Report.

7. DIRECTORS:

The resignation of Mr. S. Venkatachalam from the Directorship of the Company due to his sad demise on September 9, 2012 was taken on record by the Board at its Meeting held on November 9, 2012. The Board expresses its gratitude for the services rendered by Mr. S. Venkatachalam to the Company.

In accordance with the Articles of Association of the Company and provisions of the Companies Act, 1956, Shri. Abhay Firodia retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. Your Directors recommend their re-appointment.

8. STATUTORY AUDITORS:

M/s. Banshi S. Mehta & Co. Chartered Accountants - Statutory Auditors of the Company holds office up to the conclusion of the ensuing Annual General Meeting and sbeing eligible, offer themselves for re-appointment for the year 2013-2014. Your Directors' recommend their re-appointment until the conclusion of the next Annual General Meeting.

9. EMPLOYEES:

None of the employees of the Company fall within the purview of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, i.e., No employee of the Company was in receipt of remuneration/ part thereof of INR Sixty lakhs p.a./ INR Five lakhs per month. Hence no information is required to be submitted.

10. CONSERVATIONS OF ENERGY, TECHNOLOGY ABSORBTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

As per the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988:

	Particulars	Reporting for the year ended 31/03/2013
1	Conservation Of Energy	
a	energy conservation measures taken	Wherever possible, the Company strives to curtail the energy consumption on a continuous basis
b	additional investments and proposals, if any, being implemented for reduction of consumption of energy	Nil
c	impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods	Not Applicable
d	Total energy consumption and energy consumption per unit of production as per 'Form A' of the Annexure in respect of industries specified in the Schedule to the Rules.	Not Applicable to the Company
2	Technology Absorption	
e	efforts made in technology absorption as per 'Form B' of the Annexure to the Rules.	Not Applicable to the Company
3	Foreign exchange earnings and outgo	
f	activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services; and export plans	NIL
g	Total foreign exchange used and earned	Foreign exchange used: Travelling – INR ₹ 6.78 Lacs Foreign exchange earned: Nil Foreign Exchange Difference: Nil

11. 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: 30th May 2013

**REPORT ON CORPORATE GOVERNANCE AS PER CLAUSE 49 (VI) OF THE LISTING AGREEMENT:****MANDATORY REQUIREMENTS:****1 A brief Statement on the company's philosophy on code of governance.**

DIFL's philosophy is to adhere to the values of good governance on a consistent basis aimed at creation of long term sustainable value for all its stakeholders, be it internal or external, while meeting its relevant obligations.

Your Company is fully committed to good corporate governance practices as laid down by SEBI, BSE and other Statutory Authorities. 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 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			
Sr.No.	Name	Designation	Category
1.	Shri. Rajgopal R. Dhoot	Chairman	Non Executive, Promoter
2.	Shri. Rohit Kumar Dhoot	Managing Director	Executive, Promoter
3.	Shri. Abhay Firodia	Director	Non Executive, Independent
4.	Shri. Rajesh M. Loya	Director	Non Executive, Independent
5.	Shri. Girish C. Choksey	Director	Non Executive, Independent

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

Name of Director	Board Meeting		Last AGM if Attended
	Held	Attended	
Shri. Rajgopal R. Dhoot	4	4	Yes
Shri. Rohit Kumar 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