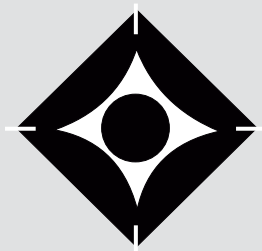


**36th ANNUAL REPORT
2013 – 2014**



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

Shir Rajgopal Dhoot
Shri Rohit Kumar Dhoot
Shri Abhay Firodia
Shri Girish C. Choksey
Shri Rajesh M. Loya

Chairman
Managing Director

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 2014-2015. 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: diflic@gmail.com



Dear Members,

We would like to inform all the Members that the Ministry of Corporate Affairs (MCA) has been 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 2013-2014 and other document/notice by email 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 diflic@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 Sixth Annual General Meeting of the Members of Dhoot Industrial Finance Limited will be held on Tuesday, September 23, 2014 at 2.30 P.M. at M.C. Ghai Hall, Bhogilal Hargovindas Building 18/20 Kaikhushru Dubash Marg, 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 March 31, 2014 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 Mr. Girish Choksey, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Banshi S. Mehta & Co., Chartered Accountants (Firm Reg. No. – 100991W) as the Statutory Auditors of the Company for the financial year 2014-2015 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.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, the Rules made there under read with Schedule IV to the Companies Act, 2013, Mr. Abhay Firodia, being eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for five consecutive years with effect from October 1, 2014 up to September 30, 2019, not liable to retire by rotation.

FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution."

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, the Rules made there under read with Schedule IV to the Companies Act, 2013, Mr. Girish Choksey, who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for five consecutive years with effect from October 1, 2014 up to September 30, 2019, not liable to retire by rotation.

FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013, the Rules made there under read with Schedule IV to the Companies



Act, 2013, Mr. Rajesh Loya, who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company for five consecutive years with effect from October 1, 2014 up to September 30, 2019, not liable to retire by rotation.

FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to take all such steps as may be necessary to give 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:

"RESOLVED THAT, the consent of the Company be and is hereby accorded pursuant to Section 180 (1)(c) and other applicable provisions of the Companies Act, 2013, to authorize the Board of Directors to borrow from time to time, any sum or sums of money for the purpose of the Company, upon such terms and conditions and with or without security as the Board of Directors may at its discretion think fit, notwithstanding that the money or moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate for the time being of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided however, that the total amount of such borrowings by the Board of Directors shall not at any time exceed Rupees Fifty Crores.

FURTHER RESOLVED THAT any Director of the Company be and is hereby authorized to take all such steps as may be necessary to give effect to this resolution."

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. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. Under the Companies Act, 2013, **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 share capital of at least Rs. Five Lakh.
3. The **Register of Member and Share Transfer Books** of the Company shall remain closed from **Tuesday, September 16, 2014 to Tuesday, September 23, 2014**, both days inclusive for taking a record of the Company's shareholders.
4. The **Explanatory Statement** pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
5. **Electronic copy of the Annual Report for 2013-2014** is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.

6. **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.
7. **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.
8. Members /Proxies should bring duly-filled **Attendance Slips** sent herewith to attend the Meeting.
9. All documents referred to in the accompanying Notice shall be open for **inspection** at the Registered Office of the Company during normal business hours on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

10. Voting:

In compliance with Clause 35B of the Listing Agreement entered into with the Bombay Stock Exchange and Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at this 36th Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The e-voting period for all items of business contained in this Notice shall commence from Thursday, September 18, 2014 at 9.00 a.m. and will end on Saturday, September 20, 2014 at 6.00 p.m. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form as on the **cutoff date of September 15, 2014**, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting after 6:00 p.m. on September 20, 2014. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on September 15, 2014.

The Company shall appoint an Independent Professional as Scrutinizer to conduct the E-voting in a fair and transparent manner. The Scrutinizer shall within a period of not exceeding 3 working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizers report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.

Members who do not have access to e-voting facility may send duly completed Ballot Form (enclosed with the Annual Report) so as to reach the Scrutinizer, at the Registered Office of the Company not later than Saturday, September 20, 2014 (6.00 p.m. IST).

Members have the option to request for physical copy of the Ballot Form by sending an e-mail to diflic@gmail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Registered Office of the Company not later than Saturday, September 20, 2014 (6.00 p.m. IST). Ballot Form received after this date will be treated as invalid.



A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.dhootfinance.com and on the website of CDSL - www.evoting.cdsl.com within two days of the passing of the resolutions at the 36th AGM of the Company on September 23, 2014 and communicated to the BSE Limited where the shares of the Company are listed.

Instructions for e-voting:

1. In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "Dhoot Industrial Finance Limited" from the drop down menu and click on "SUBMIT".
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank 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> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant "Dhoot Industrial Finance Limited" on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- 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.

2. In case of members receiving the physical copy: (for Members whose email addresses are not registered with the Company/Depositories)

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) as mentioned above to cast vote.
- (B) The voting period begins on **Thursday, September 18, 2014 at 9.00 a.m. and will end on Saturday, September 20, 2014 at 6.00 p.m.** The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of September 15, 2014**, may cast their vote electronically.

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 or to the Company to dfic@gmail.com.

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

Place: Mumbai
Date: May 30, 2014

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

Rajgopal Dhoot
Chairman