

37th ANNUAL REPORT
2014 – 2015



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	: Independent, Non- Executive Director
Shri Girish C. Choksey	: Independent, Non- Executive Director
Shri Rajesh M. Loya	: Independent, Non- Executive Director
Smt. Vaidehi Rohit Dhoot	: Additional and Non-Executive Director
Shri Bharat Champaklal Mistry	: Chief Financial Officer & Compliance Officer

AUDITORS

M/s. 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
Company's Web site: www.dhootfinance.com



MEMORANDUM ON GREEN INITIATIVE

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 **2014-2015** 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**

RajgopalDhoot
Chairman

NOTICE

NOTICE is hereby given that the Thirty Seventh (37th) Annual General Meeting of the Members of Dhoot Industrial Finance Limited will be held on Monday, 28th September, 2015 at 2:00 P.M. at Board Room 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 March 31, 2015 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. Rajgopal Dhoot (DIN – 00043844), who retires by rotation and being eligible, seeks re-appointment.
3. To appoint M/s. Bansi S. Mehta & Co., Chartered Accountants (Firm Reg. No. – 100991W) as the Statutory Auditors of the Company for the financial year 2015-2016 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 pass the following resolution as an **ordinary resolution**:

“**RESOLVED THAT**, pursuant to Section 152, 160 and other applicable provisions of the Companies Act, 2013, Mrs. Vaidehi Rohit Dhoot (DIN – 07016795), who was appointed as an Additional Director of the Company by the Board of Directors with effect from November 14, 2014 and who holds office up to the date of this AGM, in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Vaidehi Rohit Dhoot as a candidate for the office of a Director of the Company, be and is hereby appointed as a Non - Executive Director of the Company, liable to retire by rotation.”

5. To consider and pass 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 One Hundred and Fifty Crores (₹. 150,00,00,000/-).

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.”

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

Place: Mumbai
Date: May 29, 2015

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

Rajgopal Dhoot
Chairman



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 proxy form for the AGM is enclosed. 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. The **Register of Members and Share Transfer Books** of the Company shall remain closed from Monday, 21st September, 2015 to Monday, 28th September, 2015 both days inclusive for taking a record of the Company's shareholders.
3. 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.
4. **Electronic copy of the Annual Report for 2014-2015** 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 2014-2015 is being sent in the permitted mode.
5. **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.
6. **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.
7. Members /Proxies should bring duly-filled **Attendance Slips** sent herewith to attend the Meeting.
8. All documents referred to in the accompanying Notice shall be open for **inspection** at the Registered Office of the Company during 9:30 a.m. to 5:30 p.m. on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.
9. **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 37th 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 remote e-voting period for all items of business contained in this Notice shall commence from Friday, September 25, 2015 at 9:00 a.m. and will end on Sunday, September 27, 2015 at 5:00 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 21, 2015**, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting after 5:00 p.m. on **September 27, 2015**. 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 21, 2015**.

Ms. Manisha Khater of M/s. Manisha C. Khater & Associates – Company Secretaries (Membership No. 22672 & COP No. - 8692) has been appointed as the Scrutinizer to conduct the E-voting in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the annual general meeting, first count the votes cast at the meeting. Thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and shall make no later than three days

of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman.

The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.

The facility for voting through ballot will also be made available at the AGM only for members who have not casted their vote by remote e-voting.

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 three days of the passing of the resolutions at the 37th AGM of the Company on Thursday October 1, 2015 and communicated to the BSE Limited where the shares of the Company are listed.

The members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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 demataccount/ 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	<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> <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 **Friday, September 25, 2015 at 9:00 a.m. and will end on Sunday, September 27, 2015 at 5:00 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 21, 2015**, 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 difflic@gmail.com.

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

Place: Mumbai
Date: May 29, 2015

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

Rajgopal Dhoot
Chairman



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

Pursuant to Section 161 of the Companies Act, 2013, the Board, at its meeting held on November 14, 2014, appointed Mrs. VaidehiRohitDhoot as an Additional Director of the Company with effect from November 14, 2014, who will hold office up to the date of the this AGM.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing candidature of Mrs. VaidehiRohitDhoot for the office of Non – Executive Director.

The Company has received from Mrs. VaidehiRohitDhoot:

- (i) Consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013;
- (iii) Declaration of number of Directorship pursuant to Section 165 of the Companies Act, 2013; and
- (iv) Disclosure of Membership of Committee of all Public Companies in which she holds Directorship pursuant to Clause 49 of the BSE Listing Agreement.

The Board, at its meeting held on May 29, 2015, appointed Mrs. VaidehiRohitDhoot as Non - Executive Director of the Company liable to retire by rotation with effect from date of this AGM, subject to the approval of the Members in this AGM.

Except Mrs. VaidehiRohitDhoot, being an appointee, Directors - Mr. Rohit Dhoot & Mr. RajgopalDhoot, being her Relatives, none of the Directors and Key Managerial Personnel of the Company is concerned or interested, financial or otherwise, in this resolution. The other relatives of Mrs. VaidehiRohitDhoot may be deemed to be interested in this resolution to the extent of their shareholding interest, if any, in the Company.

The Board recommends this ordinary resolution for the approval by the Members.

Item No. 5:

In terms of the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company cannot, except with the consent of the Company in General Meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up share capital and its free reserves (reserves not set apart for any specific purpose). Considering the Company's future growth plans it is proposed to set the above borrowing limits to an amount not exceeding at any time to a limit of Rupees One Hundred and Fifty Crores (₹. 150,00,00,000/-).

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

The Board recommends this special resolution for the approval by the Members.

Note: All documents referred to in the Explanatory Statement shall be open for **inspection** at the Registered Office of the Company during 9:30 a.m. to 5:30 p.m. on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

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

Place: Mumbai
Date: May 29, 2015

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

Rajgopal Dhoot
Chairman