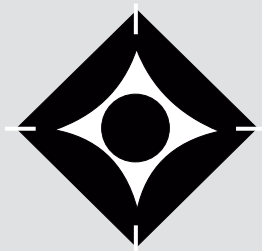


**38th ANNUAL REPORT
2015 – 2016**



D H O O T

INDUSTRIAL FINANCE LIMITED

For your requirements of

Caustic Soda Lye
Caustic Soda Flakes
Sulphuric Acid
Liquid Chlorine
Hydrochloric Acid
Carbon Di Sulphide
Sodium Sulphate
Sodium Hypochlorite

Contact

SAMPOORNA TRADERS

(A division of Dhoot Industrial Finance Limited)

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

Tel. : (022) 2284 5050 / 2283 5152 Fax: (022) 2287 1155

Email: samprade@gmail.com

Website: www.dhootfinance.com

BOARD OF DIRECTORS

Mr. Rajgopal Dhoot	: Chairman
Mr. Rohit Kumar Dhoot	: Managing Director
Mr. Abhay Firodia*	: Independent, Non- Executive Director
Mr. Girish C. Choksey	: Independent, Non- Executive Director
Mr. Rajesh M. Loya	: Independent, Non- Executive Director
Mrs. Vaidehi Rohit Dhoot	: Non-Executive Director
Mrs. Pallavi A. Parikh ¹	: Additional and Non-Executive Director

*resigned w.e.f. 30th March, 2016

¹Appointed w.e.f. 11th August, 2016

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 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 financial year 2016-2017
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:

Link Intime India Private Limited
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (West)
Mumbai - 400 078.

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 **2015-2016** 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 DP ID 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

Sd/-

**Rajgopal Dhoot
Chairman**

NOTICE

NOTICE is hereby given that the Thirty Eighth (38th) Annual General Meeting of the Members of Dhoot Industrial Finance Limited will be held on Tuesday, 27th September, 2016 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 31st March, 2016 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 place of Mrs. Vaidehi Rohit Dhoot, who retires by rotation and being eligible, offers herself for re-appointment.
3. Appointment M/s. Bohra & Co., Chartered Accountants (Firm Reg. No. 136492W) as the Statutory Auditors of the Company for the financial year 2016-2017 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.

To consider and if thought fit, pass with or without modification(s), the following resolution **as a Special resolution:**

"**RESOLVED THAT** pursuant to the provisions of the Section 139 and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, M/s. Bohra & Co., Chartered Accountants (Firm Reg. No. 136492W) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting at a remuneration as may be determined by the Audit Committee in consultation with Auditors and to be agreed upon between the Auditors and the Board."

SPECIAL BUSINESS:

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

"**RESOLVED THAT** subject to the provisions of article 163 and 165 of Articles of Association of the Company and sections 197 and 198 read with Schedule V, and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Rohit Kumar Dhoot, be and is hereby re-appointed as a Managing Director of the company for a period of 5 years with effect from 1st April, 2016 to 31st March, 2021, upon the terms and conditions of the said appointment as may be agreed to between the Board of Directors and Mr. Rohit Kumar Dhoot.

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, wherein any financial year, during the currency of the tenure of Mr. Rohit Kumar Dhoot as the Managing Director, the company has no profit or its profits are inadequate it may pay him remuneration up to ₹24,00,000/- per annum plus perquisites not exceeding the limits specified under Schedule V of the Companies Act, 2013, subject to change from time to time as per the policies of the Board and the Nomination & Remuneration Committee. "

5. 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. Pallavi A. Parikh (DIN No. 107779), who was appointed as an Additional director of the Company by the Board of Directors with effect from 11th August, 2016 and who holds office upto 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. Pallavi A. Parikh as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director of the Company for five



consecutive years with effect from 1st October, 2016 up to 30th September, 2021, not liable to retire by rotation.

FURTHER RESOLVED THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts deeds, things and matters relating thereto and also to file the necessary forms with the regulatory authorities and to sign all such deeds, documents, agreements, and other forms as required."

6. 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, and further to the resolution passed by the shareholders in their 37th Annual General Meeting of the Company, 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 Two Hundred and Fifty Crores (₹ 250,00,00,000/-).

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and are hereby severally authorized to take all such steps as may be necessary to give effect to this resolution and to file forms and sign documents and deeds and do acts, deeds and things as may be necessary."

7. To consider and pass the following resolution as a special resolution:

"RESOLVED THAT pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, (the Act), read with the Companies (Management and Administration) Rules, 2014, including any statutory amendment(s) or enactment(s) thereof for the time being in force, the Company hereby approves that the Register of Members and the Index of Members maintained under Section 88 of the Act and copies of the Annual Returns prepared under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, be kept at the office of the Registrar and Share Transfer Agent of the Company, M/s. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, Lal Bahadur Shastri Marg, Bhandup West, Mumbai - 400078, or at such other office or place within Mumbai, where the Registrar and Share Transfer Agent may shift from time to time.

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary be and are hereby authorized to do all such things and take all such actions as may be required from time to time to give effect to the above resolution and matters related thereto and to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official(s) authorised representative(s) of the Company for the purpose of giving effect to this resolution."

Registered Office:

**504, Raheja Centre,
214, Nariman Point,
Mumbai – 400 021.**

Place: Mumbai

Date: 11th August, 2016

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

Sd/-

**Hetal Vichhi
Company Secretary**

NOTES:

1. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item nos. 3 to 5 above is annexed hereto. The relevant details of all the special resolutions are annexed.

2. **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.
3. The **Register of Members and Share Transfer Books** of the Company shall remain closed from Tuesday, 20th September, 2016 to Tuesday, 27th September, 2016 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 2015-2016** 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 2015-2016 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 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.
10. **Voting:** In compliance with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 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 38th 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 Saturday, 24th September, 2016 at 9:00 a.m. and will end on Monday, 26th September, 2016 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 **cut off date of 20th September, 2016**, may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting after 5:00 p.m. on **26th September, 2016**. 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 **20th September, 2016**.

Mr. Sadanand Yadav of M/s. SMY & Associates – Company Secretaries (Membership No. 37012 & COP No. - 14153) 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 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.

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 38th AGM of the Company by Thursday, 29th September, 2016 and communicated to BSE Limited where the shares of the Company are listed.

Instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **Saturday, 24th September, 2016 at 9:00 a.m.** and ends on **Monday, 26th September, 2016 at 5:00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date (record date) of **20th September, 2016** may cast their vote electronically. The e-voting module shall be disabled by CDSL for Voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "Dhoot Industrial Finance Limited" 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	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot/ Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to log in. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (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 for the relevant "Dhoot Industrial Finance Limited" 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) Shareholders can also cast their vote using CDSL's mobile app m-voting available on android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non-Individual Shareholder and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the accounts(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.
 - 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.
- (xxi) 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com or to the Company to diffic@gmail.com.

Registered Office:

**504, Raheja Centre,
214, Nariman Point,
Mumbai – 400 021.**

Place: Mumbai

Date: 11th August, 2016

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

Sd/-

**Hetal Vichhi
Company Secretary**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item no. 3**

The Statutory Auditors of the Company, M/s. Bansi Mehta & Co., Chartered Accountants have decided to resign as the Statutory Auditors of the Company after a long association with the Company and pursuant to Section 139(2) of the Companies Act, 2013. A special notice has been received under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s. Bohra & Co., Chartered Accountants, as the Statutory Auditors.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends passing of the Special Resolution appointing M/s. Bohra & Co., Chartered Accountants, as statutory auditors in place of the retiring Auditor M/s. Bansi Mehta & Co., Chartered Accountants. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit & Auditors) Rules, 2014 has been received.

None of the Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in item no. 3 of the Notice

Item no. 4

By a resolution passed by the Board of Directors at its Meeting held on 30th May, 2016,

Name and Designation : Mr. Rohit Kumar Dhoot - Managing Director

Period : 1st April, 2016 to 31st March, 2021

Remuneration : As below:-

- 1 Salary of ₹2,00,000/- per month.
- 2 Perquisites: Perquisites shall be allowed in addition to salary. Perquisites shall be restricted to an amount equal to the annual salary or ₹12,00,000/- per annum whichever is less.

PART – A

- 1 Medical reimbursement:

Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.

- 2 Leave Travel Concession:

Leave travel concession for self and family once in a year incurred in accordance with the rules of the Company.

- 3 Club Fees:

Fees of clubs subject to a maximum of two clubs no admission and life membership fees will be paid.

- 4 Personal Accident Insurance:

Personal accident insurance of an amount, the annual premium shall not exceed ₹7000/-.

Note: For the purpose of perquisites stated hereinabove, 'Family' means the spouse, the dependent children and dependent parents of the appointee.

PART – B

- 1 Contribution to provident Fund and Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961. Gratuity payable shall not exceed half a month's salary for each completed year of service.
- 2 Earned Leave: On full pay and allowances as per the rules of the Company but not exceeding one month's leave for every eleven months of service. Encashment of leave at the end of the tenure will not