

**39th ANNUAL REPORT
2016 – 2017**



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

Email: samptrade@gmail.com

Website: www.dhootfinance.com

BOARD OF DIRECTORS

| | |
|--------------------------|--|
| Mr. Rajgopal Dhoot | : Chairman |
| Mr. Rohit Kumar Dhoot | : Managing 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 | : Independent, Non- Executive Director |

AUDITORS

M/s. Bohra & Co.
Chartered Accountants
Mumbai

BANKERS

Axis Bank Limited

REGISTERED OFFICE

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

**Name and Address of the Stock
Exchange in which the 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 financial year 2016-17 to
BSE Ltd. ISIN No. - INE313G01016

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

Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg,
Vikhroli (West) Mumbai 400 083

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 **2016-2017** 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 Ninth (39th) Annual General Meeting of the Members of Dhoot Industrial Finance Limited will be held on Wednesday, 30th August, 2017 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, 2017 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 Mr. Rajgopal Dhoot, who retires by rotation and being eligible, offers himself for re-appointment.
3. Appointment M/s. Bohra & Co., Chartered Accountants (Firm Reg. No. 136492W) as the Statutory Auditors of the Company for a term of five consecutive financial years 2017-18 to hold office from the conclusion of this Annual General Meeting up to the conclusion of fifth Annual General Meeting i.e. 44th 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 fifth Annual General Meeting (AGM) i.e. 44th AGM subject to ratification of appointment by shareholders in every ensuing AGM till the expiry of the term, 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 a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 5, 14 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association pursuant to the Act, primarily based in the form of Table F under the Act, be and is hereby approved and adopted as a new set of Articles of Association in place of the existing Articles of Association of the Company

RESOLVED FURTHER THAT any of the Board of Directors of the Company be and are hereby severally authorised to do or to cause to be done all such acts, deeds, matters and things and execute and sign all such documents and papers as may be necessary in this regard, including but not limited to:

- i. To sign and submit the various Forms/ E-forms and other papers/ documents to be filed with the Registrar of Companies, Ministry of Corporate Affairs, Government of India or any other competent Authority.
- ii. Delegation of all or any of the authorities conferred above, to any other director(s), executive(s) / officers of the Company as may be necessary to give effect to the aforesaid resolution."

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

Place: Mumbai
Date: 19th May, 2017

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 no. 3 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, 22nd August, 2017 to Wednesday, 30th August, 2017 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 2016-2017** 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 2016-2017 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 1:30 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 39th Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The remote e-voting period for all items of business contained in this Notice shall commence from Sunday, 27th August, 2017 at 9:00 a.m. and will end on Tuesday, 29th August, 2017 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 22nd August, 2017**, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting after 5:00 p.m. on **29th August, 2017**. 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 **22nd August, 2017**.

Mr. Sadanand Yadav of M/s. ACSY & Associates – Company Secretaries (Membership No. 37012 & Certificate of Practice 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 NSDL - www.evoting.nsdl.com within three days of passing of the resolutions at the 39th AGM of the Company by Saturday, 2nd September, 2017 and communicated to BSE Limited where the shares of the Company are listed.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **Sunday, 27th August, 2017 at 9:00 a.m. and ends on Tuesday, 29th August, 2017 at 5:00 p.m.** During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd August, 2017 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participant(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>



- (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "Dhoot Industrial Finance Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to ayc.smy@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM/ EGM/ EOGM :

| EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|--|----------------|---------------------|
| | | |
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd August, 2017.
- X. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote

e-voting as well as voting at the AGM through ballot paper.

XIII. Mr. Sadanand Yadav, Company Secretary (Membership No. A37012; Certificate of Practice No. 14153) and Partner of M/s. ACSY & Associates, Company Secretaries, has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

NOTE: The Facility for Voting shall be decided by the company i.e. "remote e-voting" or "Ballot Paper" or "Poling Paper"

XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and 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, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at www.dhootfinance.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

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

Place: Mumbai
Date: 19th May, 2017

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. Bohra & Co., Chartered Accountants (Firm Registration no. 136492W), were appointed in the previous Annual General Meeting (AGM) of the Company i.e. 38th AGM held on 27th September, 2016. The appointment was for a term of one year from the conclusion of 38th AGM till the conclusion of 39th AGM of the Company. The Board has now decided to appoint the auditors further for a term of Five (5) consecutive years starting from the conclusion of 39th AGM till the conclusion of 44th AGM of the Company in the Year 2021-2022 subject to ratification by the shareholders of the Company in every ensuing AGM till the expiry of the term.

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 (Firm Registration No. 136492W), as statutory auditors. 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

The Articles of Association ("AoA") of the Company is presently in force since its incorporation. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 ('New Act'). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013. Hence the Board of Directors at its meeting held on 19th May, 2017 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders' approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of special resolution is required for adoption of new set of Articles of Association of the Company.

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 1:30 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: 19th May, 2017

By Order of the Board
For DHOOT INDUSTRIAL FINANCE LIMITED

Sd/-

Hetal Vichhi
Company Secretary