

**41<sup>st</sup> ANNUAL REPORT**  
**2018 – 2019**



**D H O O T**  

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**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*

**DHOOT INDUSTRIAL FINANCE LIMITED**

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

Tel. : (022) 2284 5050 / 2283 5152

Email: [samptrade@gmail.com](mailto:samptrade@gmail.com)

Website: [www.dhootfinance.com](http://www.dhootfinance.com)

**BOARD OF DIRECTORS**

Mr. Rajgopal Dhoot	: Chairman
Mr. Rohit Rajgopal 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 had paid Annual Listing Fees for the financial year 2018-19 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, 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**  
C101, 247 Park,  
L.B.S. Marg, Vikhroli (West)  
Mumbai - 400 083.

Investors Complaint: [diflic@gmail.com](mailto:diflic@gmail.com)  
Company's Web site: [www.dhootfinance.com](http://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 **2018-2019** 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](http://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](mailto: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 Forty First (41<sup>st</sup>) Annual General Meeting of the Members of Dhoot Industrial Finance Limited will be held on Friday, 9<sup>th</sup> August, 2019 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 31<sup>st</sup> March, 2019 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 (DIN: 07016795), who retires by rotation and being eligible, offers herself for re-appointment.
3. To ratify appointment M/s. Bohra & Co., Chartered Accountants (Firm Reg. No. 136492W) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of 42<sup>nd</sup> 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 an Ordinary 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, appointment of M/s. Bohra & Co., Chartered Accountants (Firm Reg. No. 136492W) as the Statutory Auditors of the Company be and is hereby ratified to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting (AGM) i.e. 42<sup>nd</sup> AGM 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 approve the continuation of directorship of Mr. Rajgopal Ramdayal Dhoot (DIN: 00043844) as a Non-Executive Director of the Company and for the purpose, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the members of the Company be and is hereby accorded for continuation of the directorship of Mr. Rajgopal Ramdayal Dhoot (DIN: 00043844), who shall be attaining the age of 75 (Seventy Five) years as the Non-Executive Director of Company on the existing terms and conditions."

**"RESOLVED FURTHER THAT** any one of the Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

5. To re-appoint Mr. Girish Choksey (DIN: 00246196) as an Independent Director for second term and for the purpose, to consider and if thought fit, to pass with or without modification(s) the following resolution as **Special 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 (DIN: 00246196), 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, 2019 up to September 30, 2024, not liable to retire by rotation.



RESOLVED FURTHER 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 re-appoint Mr. Rajesh Loya (DIN:00252470) as an Independent Director for second term and for the purpose, To consider and if thought fit, to pass with or without modification(s) the following resolution as **Special 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 (DIN:00252470), 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, 2019 up to September 30, 2024, not liable to retire by rotation.

RESOLVED FURTHER 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,**  
**Free Press Journal, Nariman Point,**  
**Mumbai – 400 021.**

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

**Sd/-**

**Date: 27/05/2019**  
**Place: Mumbai**

**TEJENDRASINGH JADEJA**  
**COMPANY SECRETARY**

**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 Saturday, 3<sup>rd</sup> August, 2019 to Friday, 9<sup>th</sup> August, 2019 both days inclusive for taking a record of the Company's shareholders.
3. **Electronic copy of the Annual Report for 2018-19** 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 2018-2019 is being sent in the permitted mode.
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.
7. 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. This Notice and Annual Report shall also be available on Company's Website.
8. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to Special Business to be transacted at the meeting is attached hereto.
9. The Route map of the Venue of the meeting is annexed to this notice.

**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 41<sup>st</sup> 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 Tuesday, 6<sup>th</sup> August, 2019 at 9:00 a.m. and will end on Thursday, 8<sup>th</sup> August, 2019 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 2<sup>nd</sup> August, 2019**, may cast their vote electronically. The E-voting module shall be disabled by NSDL for voting after 5:00 p.m. on **8<sup>th</sup> August, 2019**. 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 **2<sup>nd</sup> August, 2019**.

Ms. Isha Shah of M/s. Shah Patel & Associates – Company Secretaries (Membership No. 35253 & Certificate of Practice No. 15201) 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](http://www.dhootfinance.com) and on the website of NSDL - [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within three days of passing of the resolutions at the 41<sup>st</sup> AGM of the Company by Monday, 12<sup>th</sup> August, 2019 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 **Tuesday, 6<sup>th</sup> August, 2019 at 9:00 a.m. and ends on Thursday, 8<sup>th</sup> August, 2019 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 2<sup>nd</sup> August, 2019 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:

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

**Manner of holding shares**

**i.e. Demat (NSDL or CDSL) or Physical**

**Your User ID is:**

a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c)	For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login



and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- 6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
    - a) Click on "[Forgot User Details/Password?](#)"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  - 8. Now, you will have to click on "Login" button.
  - 9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

- 1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- 2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- 3. Select "EVEN" of company for which you wish to cast your vote.
- 4. Now you are ready for e-Voting as the Voting page opens.
- 5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- 6. Upon confirmation, the message "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

- 1 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [isha@spassociates.co](mailto:isha@spassociates.co) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- 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](http://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 2<sup>nd</sup> August, 2019.
- 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. 2<sup>nd</sup> August, 2019, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://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. Ms. Isha Shah, Company Secretary (Membership No. A35253; Certificate of Practice No. 15201) and Partner of M/s. Shah Patel & 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