

DHOOT INDUSTRIES LIMITED

BOARD OF DIRECTORS:

Mr. Padamchand Dhoot	:	Managing Director /Chairman
Mrs. Pushpa Dhoot	:	Promoter Director
Mr. Jugalkishore Tapadia	:	Independent Non Executive Director
Mr. Nitin Agarwal	:	Independent Non Executive Director
Mr. Ramesh Khelan	:	Independent Non Executive Director

AUDITORS:

Shyam C. Agrawal & Co.
Chartered Accountants,
Mumbai.

BANKERS:

Axis Bank Ltd.
Rameshwar Co-op Bank Ltd

REGISTRARS & SHARE TRANSFER AGENTS:

Link Intime (India) Pvt Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup Mumbai - 400 078.
Tel No.: 91-22- 25963838
Fax No. 91-22- 25946969

REGISTERED OFFICE & WORKS:

Shop No. 4, Prathmesh Leela,
Opp. Don Bosco School,
New Link Road, Borivali (west),
Mumbai - 400 092.
Tel. (022) 66970244
Fax: (022)66970245

SHARES LISTED AT:

Bombay Stock Exchange.
Delhi Stock Exchange.

26TH ANNUAL GENERAL MEETING:

Date : 22nd September, 2011
Day : Thursday
Time: 11 a.m.
Place: Shop No. 4, Prathmesh Leela, Opp. Don Bosco School, New
Link Road, Borivali (W), Mumbai - 400092.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DHOOT INDUSTRIES LIMITED WILL BE HELD ON 22ND September, 2011 THE Thursday AT 11 a.m. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SHOP NO. 4, PRATHMESH LEELA, OPP. DON BOSCO SCHOOL, NEW LINK ROAD, BORIVALI (W), MUMBAI - 400092.

A. ORDINARY BUSINESS

1. To receive, consider and adopt the audited accounts for the year ended 31st March, 2011 along with notes and schedules thereon as on that date and the reports of Directors and Auditors thereon,
2. To appoint a Director in place of Mr. Jugalkishore Tapadia, Director of the Company who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of next Annual General Meeting and to fix their remuneration.

**BY ORDER OF THE BOARD
DHOOT INDUSTRIES LIMITED**

Sd/-
PADAMCHAND DHOOT
(DIRECTOR)

DATE: 12th August, 2011
PLACE: MUMBAI

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 AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE PROXIES, IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED WITH THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING.
3. The Register of Members and Share Transfer Register shall remain closed from 16th September, 2011 to 22nd September, 2011 (both days inclusive).
4. As a measure of economy, copies of the Annual Reports and Accounts will not be distributed at the Meeting. Members are therefore, requested to bring their copies to the meeting.
5. Explanatory statements under section 173(2) of the Companies Act, 1956 in respect of the Special Business as set above are annexed.
6. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
7. Members who are holding shares in identical order or names in more than one folio are requested to write to the Company to enable the Company to consolidate their holdings in one folio.
8. The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in Corporate Governance" (Circular No. 17/2011 dated 21.04.2011 and Circular No. 18/2011 dated 29.04.2011) allowing companies to dispatch documents to the shareholders through electronic mode. Considering the above theme, your company has decided to send Annual Report through electronic mode. However, if required the copy of the Annual Report shall be provided to the shareholder at the Annual General Meeting.

The members are requested to:

- i. Intimate to the registrars / Company, changes if any, in their registered address at an early date along with the pin code number.
- ii. Quote Registered Folio / Client ID & OP ID in all their correspondence.
- iii. Dematerialise the shares held in physical form at the earliest as trading in the Equity Shares of the Company shall be only in dematerialised form for all the investors.

DIRECTOR'S REPORT

To,
The Members,
DHOO INDUSTRIES LIMITED

Your Directors have great pleasure in presenting 26th Annual Report along with the Audited Balance Sheet and Profit And Loss Account, for the year ended 31st March, 2011.

1. FINANCIAL RESULTS:

PARTICULARS	2011	2010
Total Income	23,46,153	12,32,890
Total Expenditure (Excluding Depreciation)	17,14,730	9,69,800
Gross Profit/Loss before Depreciation & Tax	6,31,423	2,64,090
Add/Less: Depreciation (Net)	46,160	1,40,518
Profit/Loss before Taxation	5,85,263	1,23,572
Provision for Income Tax & FBT	---	---
Deferred Tax	3,14,668	---
Net Profit/Loss after Taxation	(2,22,365)	27,795
Transfer from General Reserve	4,93,000	95,777
Balance Brought forward from previous year	24,07,689	23,11,892
Balance carried forward to Balance Sheet	29,00,869	24,07,669

2. DIVIDEND:

In order to conserve the resources, your Directors do not recommend any dividend for this year.

3. REVOCATION OF SUSPENSION:

Your Directors are pleased to inform you that the suspension on trading of securities was revoked during the year by the Bombay Stock Exchange and since the shares of the Company are regularly traded.

4. DEPOSITS:

Your Company did not accept any deposits from the public during the current year.

5. AUDITORS:

Mrs. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai Auditors of the Company are holding the office till the conclusion of ensuing Annual General Meeting and have confirmed their availability for their re-appointment.

6. SUBSIDIARIES:

Since the Company has no subsidiaries, provision of Section 212 of the Companies Act, 1956 is not applicable.

7. DIRECTORS:

During the year Mr. Jugalkishore Tapadia is retiring by rotation and being eligible offers himself for reappointment in pursuance of provisions of the Articles of Association of the Company.

8. DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors hereby confirms,

- a) That in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- b) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the financial year and of the Profit or Loss of the Company for that period.
- c) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) That the Directors have prepared the Annual accounts on a going concern basis.

9. MANAGEMENT DISCUSSION AND ANALYSIS:

Management Discussion and Analysis of Financial Condition and Results of Operation of the Company for the year under review, as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges, is given as a separate statement in this Annual Report (Annexure 1)

10. CORPORATE GOVERNANCE CODE:

Corporate Governance along with the Certificate of the Auditors of your Company pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges has been included in this report as Annexure. Your Company has been practicing the principle of good Corporate Governance over the years. The Board of Directors supports the board principles of Corporate Governance over the years. In addition to the basic governing issues, the board lays strong emphasis on transparency, accountability and integrity.

11. COMPLIANCE CERTIFICATE:

Compliance Certificate as required under section 383A of the Companies Act, 1956 prepared and issued by K.S.V.N.S. Kameswara Rao & Associates, Company Secretaries, is annexed in Annexure 2.

12. PARTICULARS OF EMPLOYEES:

There were no employees employed during the whole or part of the year who were in receipt of remuneration aggregating to Rs. 2,00,000/- p.m. or Rs. 24,00,000/- p.a. hence no particulars are given.

13. PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO AS PER SECTION 217(1) COMPANIES ACT, 1956. DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS RULES, 1982:

- A) Conservation of energy:
The Operations of the Company are not energy-intensive, though adequate measures have been taken to conserve and reduce energy consumption by using energy-efficient hardware and other equipment in line with the our philosophy is that energy saved is energy produced.
- B) Technology absorption, research and development:
In its endeavor to obtain and deliver the best, your Company successfully deployed a growing and diverse team of R & D specialists with expertise covering hardware, networking systems software, and database and application software. This helped the Company leverage the latest technologies and deploy state-of-the-art technologies wherever feasible, relevant and appropriate. No separate record of the expenditure incurred on R & D is maintained.

- C) There are no Foreign Exchange earnings and outgoings during the year.

14. APPRECIATION:

The Directors take this opportunity to thank all the employees, Banks and Customers for their contribution to the Company's performance during the year under review.

BY ORDER OF THE BOARD
DHOOOT INDUSTRIES LIMITED

Sd/-
PADAMCHAND DHOOOT
(CHAIRMAN)

DATE: 12th August, 2011
PLACE: MUMBAI

CORPORATE GOVERNANCE REPORT

1. Company's philosophy:

The Corporate Governance code as introduced by Security and Exchange Board of India (SEBI) in pursuance of clause 49 of Listing Agreement and subsequently amended w.e.f. 1st January, 2006 has implemented by the Company.

Corporate Governance is not merely compliance-it involves leveraging the Company's resources and aligning its activities to consumer needs shareholder benefits and employee growth, thereby delighting all its stakeholders while minimizing risk.

The company believes that to succeed, an organization must maintain global standards of corporate conduct towards all its stakeholders. The Company believes that it is rewarding to be better managed and governed and to identify and align its activities with the national interest. To that end, we as a Company have always focused on good corporate governance- a key driver of sustainable corporate growth and long-term value creation.

The Company has and will continue to focus its resources, strength and strategies in order to achieve this commitment, while upholding the core values of transparency, integrity, honesty and accountability that are fundamental to the Company.

2. Board of Directors:

Directors seeking Appointment/Re-appointment at the forthcoming Annual General meeting (pursuant to clause 49 VI (A) of Listing Agreement).

Name of the Director	Mr. Jugalkishore Tapadia
Age	58
Qualification	L.L.B.
Expertise in specific functional areas	Real Estate & Capital Market
Directorship in other Indian Public Ltd. Company & other firms as on 31.03.2011	Tapadia Construction Ltd
Shareholding	NIL

The Board of the Company comprises of 5 Directors out of which one Managing Director while other One Director is Promoter Director and other three independent Non executive Directors. There are no nominees or Institutional Directors in the Company.

None of Directors has pecuniary or Business relationship with the Company or its subsidiaries as mentioned in the elsewhere in the Annual Report. No Director of the Company is sitting in more than ten committees and/or Chairman of more than five committees across all corporations in which he is Director.

During the year there were in total 5 (Five) Board Meetings were held i.e. on 3rd May, 2010, 9th July, 2010, 31st July, 2010, 2nd November, 2010 and 31st January, 2011. Gap between the two meetings was not more than 3 months. All the information required to be furnished to the Board was made available to them along with detailed Agenda notes.

Sr. No.	Name of Director	Category	No. of Meetings Attended	Attendance at Last AGM	No. of Other Directorship	No. of Other Committee membership in other Companies
1.	Mr. Padamsundar Dhool	Managing Director	5	Yes	2	2
2.	Mrs. Pushpadavi Dhoot	Promoter Non Executive Director	5	Yes	1	2
4.	Mr. Jugalkishore Tapadia	Ind. Non Ex. Director	5	Yes 2	No	No
5.	Mr. Ramesh Khelani	Ind. Non Ex. Director	5	Yes 10	No	No
6.	Mr. Nalin Agarwal	Ind. Non Ex. Director	5	No	No	No

3. Audit Committee

Pursuant to the provisions of section 292(A) of The Companies Act, 1956 & clause 49 of Listing Agreement was formed. The said committee consists of 3 (three) Non Executive Independent Executive Directors out of which one promoter Director.

THE ATTENDANCE AT THE AUDIT COMMITTEE MEETING WAS AS UNDER:

Director	No. of Committee Meetings Held	No. of Committee Meetings Attended
Mr. Nalin Agarwal - Chairman & Independent Non Executive Director	4	4
Mr. Jugalkishore Tapadia - Member & Independent Non Executive Director	4	4
Mr. Ramesh Khelani - Member & Independent Non Executive Director	4	4
Mr. P.C. Dhoot - Member & Promoter Director	4	4

Broad terms of reference of the Audit Committee are as per following:

- Reviewing audit reports of statutory auditors with auditors and management.
- Reviewing financial reporting systems, internal control systems and control procedures.
- Ensuring compliance with regulatory guidelines.
- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending to the Board, the appointment, re-appointment and, if required the replacement or removal of the statutory auditor and fixation of audit fees.
- Appointment of statutory auditor and fixing their remuneration.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

4. Remuneration Committee

The Stock Exchange Listing Agreement stipulates that the Remuneration Committee should comprise of at least three Non Ex. Independent Directors accordingly the company constituted the Remuneration Committee. All the three members of the committee are Non Ex. & Independent Directors.

Following are the members of Remuneration Committee.

Mr. Ramesh Khelan – Chairman & Independent Non Executive Director.

Mr. Nitin Agarwal – Member & Independent Non Executive Director.

Mr. Jugakishore Tapadia – Member & Independent Non Executive Director.

There was no meeting of the Remuneration Committee during the financial year 2010-11.

Disclosure on Remuneration of Directors

- All element of remuneration package of individual directors summarized under major groups, such as salary benefits, bonuses, stock option, pension etc. – NIL
- Details of fixed component & performance linked incentives, along with the performance criteria - Mr. P. C. Dhoot has not been paid any fixed salary & has been not given any performance linked bonus & other incentives.
- Service contracts, notice period, severance fees – NIL.
- Stock option details, if any – and whether issued at a discount or not, the period over which accrued and over which exercisable – NIL.

Following is the list of Non – Executive Directors & their Shareholdings in the Company.

Sr. No.	Name of the Non – Executive Directors	Number of Equity Shares	Number of Convertible Instruments	Sitting fees
1.	Mr. Ramesh Khelan	NIL	NIL	NIL
2.	Mr. Nitin Agarwal	NIL	NIL	NIL
3.	Mr. Jugakishore Tapadia	NIL	NIL	NIL

5. Shareholders/Investors Grievance Committee

The Shareholders/Investors Grievance Committee has been constituted. The committee consists of Three Non Executive & Independent Directors. The committee is chaired by Mr. Ramesh Khelan – Chairman. The committee looks into the shareholder & investors grievance that are not settled at the level of Compliance Officer & helps to expedite the share transfers & related matters.

Following are the members of Committee.

Mr. Ramesh Khelan – Chairman & Independent Non Executive Director.

Mr. Nitin Agarwal – Member & Independent Non Executive Director.

Mr. Jugakishore Tapadia – Member & Independent Non Executive Director.

THE ATTENDANCE AT THE SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE MEETING WAS AS UNDER:

Director	No. of Committee Meetings Held	No. of Committee Meetings Attended
Mr. Ramesh Khelan – Chairman & Independent Non Executive Director.	4	4
Mr. Nitin Agarwal – Member & Independent Non Executive Director.	4	4
Mr. Jugakishore Tapadia – Member & Independent Non Executive Director.	4	4

The Name & address of the Compliance Officer:

Mr. P. C. Dhoot,
Managing Director,
SHOP NO. 4, Prathmesh Leela, Opp. Don Bosco School, New Link Road,
Borivali (W), Mumbai – 400092.
Tel.: (022) 66970244 Fax: (022)66970245
Email: dhoot_2009@rediff.com