

27TH

ANNUAL REPORT

2011 – 2012

DHOOT INDUSTRIES LIMITED

DHOOT INDUSTRIES LIMITED

BOARD OF DIRECTORS:

Mr. Padamchand Dhoot.	:	Managing Director
Mrs. Pushpadevi Dhoot.	:	Promoter Director
Mr. Jugalkishore Tapadia	:	Independent Non Executive Director
Mr. Nitin Agarwal	:	Independent Non Executive Director
Mr. Ramesh Khetan	:	Independent Non Executive Director

AUDITORS:

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

BANKERS:

AXIS Bank Ltd.

REGISTRARS & SHARE TRANSFER AGENTS:

Link Intime India Private Limited
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, (w.e.f 2nd July 2012)
Opp. Don Bosco School,
New Link Road, Borivali (west),
Mumbai – 400 092.

SHARES LISTED AT:

Bombay Stock Exchange.

27TH ANNUAL GENERAL MEETING:

Date : 29th September 2012

Day : Saturday

Time: 12.00

Place: Shop No.4, Prathmesh Leela, Opp. Don
Bosco School, New Link Road, Borivali
(W), Mumbai – 400092.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **DHOOT INDUSTRIES LIMITED** WILL BE HELD ON SATURDAY THE 29th SEPTEMBER, 2012 AT 12.00. 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, 2012** 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. Nitin Ashok Agrawal, 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: 31st August, 2012
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 **Saturday the 22nd September, 2012 to Saturday, the 29th September, 2012** (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. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
6. 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 consolidation their holdings in one folio.
7. 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 & DP 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.

DHOOT INDUSTRIES LIMITED

DIRECTOR'S REPORT

To,
The Members,
DHOOT INDUSTRIES LIMITED

Your Directors have great pleasure in presenting **27th Annual Report** along with the Audited Balance Sheet and Profit And Loss Account, for the year ended **31st March, 2012**.

1. FINANCIAL RESULTS:

(Amt. In Rs.)

PARTICULARS	Year ended	
	2012	2011
Total Income	10,19,250	23,46,153
Total Expenditure (Excluding Depreciation)	7,02,950	17,14,730
Gross Profit/(Loss) before Depreciation & Tax	3,16,300	6,31,423
Add/Less: Depreciation (Net)	-	46,160
Profit/(Loss) before Taxation	3,16,300	5,85,283
Less: Provision for Taxation	1,10,000	-
Provision for income Tax & FBT	-	3,14,668
Deferred Tax	-	(2,22,385)
Net Profit/(Loss) after Taxation	2,06,300	4,93,000
Transfer from General Reserve	29,00,669	-
Balance Brought forward from previous year	-	24,07,669
Balance carried forward to Balance Sheet	31,06,969	29,00,669

2. DIVIDEND:

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

3. DEPOSITS:

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

4. SHIFTING OF REGISTERED OFFICE:

During the period under review, company's registered office was change from Shop No. 11, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali (west),

Mumbai – 400 092 to Shop No. 4, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali (west), Mumbai – 400 092 w.e.f. 2nd July, 2012.

5. AUDITORS:

M/s. 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. Nitin Ashok Agrawal 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 maintenances 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 Exchange 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 Road & 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 (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988:

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 specialist with expertise covering hardware, networking systems software, and database and application software. This helped the Company leverage the latest technologies and deploy/absorb cutting-edge 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 DHOOT
(CHAIRMAN)**

**DATE: 31st August, 2012.
PLACE: MUMBAI**

COMPLIANCE CERTIFICATE

CIN of the Company: **L67120MH1985PLC037772.**

Nominal Capital: **Rs.45,000,000/-.**

The Members,
DHOOT INDUSTRIES LIMITED,
4, PRATHMESH LEELA,
OPP. DON BOSCO SCHOOL,
NEW LINK ROAD, BORIVALI (WEST)
MUMBAI - 400 092. (W.e.f. 02.07.2012)

I have examined the registers, records, books and papers of **DHOOT INDUSTRIES LIMITED** (the "Company") as required to be maintained under the Companies Act, 1956, (the "Act") and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31st March, 2012** ("financial year"). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure 'A'** to this Certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has not filed any forms and returns as stated in **Annexure 'B'** to this Certificate, with the Registrar of Companies and other authorities.
3. The Company being a Public Limited Company has the minimum prescribed paid-up capital.
4. The Board of Directors duly met **4 (Four)** times respectively on **23rd May, 2011, 12th August, 2011, 31st October, 2012, and 24th January, 2012** in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose.
5. The Company closed its Register of Members from 16th September, 2011 to 22nd September, 2011 (both days inclusive) and necessary compliance of Section 154 of the Act has been made.

6. The **Annual General Meeting** for the financial year ended on 31st March 2011 was held on **22nd September, 2011** after giving due notice to the members of the Company and the resolutions passed thereat were duly recorded in Minutes Book maintained for the purpose.
7. No Extra Ordinary General Meeting was held during financial year ended 31st March, 2012.
8. The Company has not advanced any loans to its directors or persons or firms or Companies referred to under Section 295 of the Act.
9. During the year the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 and 301(3) of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the Company has not required to obtain any approvals from the Board of Directors, Members or Central Government, as the case may be.
12. The Company has duly issued duplicate share certificates during the financial year.
13. The Company has:
 - (i) Delivered all the securities & on lodgment thereof for transfer of shares in accordance with the provisions of the Act.;
 - (ii) not required to deposit any amount in a separate Bank Account as no dividend was declared during the financial year;
 - (iii) not required to post warrants to any members of the Company as no dividend was declared during the financial year;
 - (iv) not required to transfer the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon, which have remained unclaimed or unpaid for a period of seven years, required to be transferred to the Investor Education and Protection Fund as there was no such amounts lying in the books of account of the Company to be transferred so;
 - (v) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted. There was no appointment of additional directors, alternate directors and Directors to fill in the casual vacancy during the financial year.