

28TH

ANNUAL REPORT

2012 - 2013

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 Agrawal	:	Independent Non Executive Director
Mr. Ramesh Khetan	:	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. 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,
Opp. Don Bosco School,
New Link Road, Borivali (west),
Mumbai - 400 092.

SHARES LISTED AT:

The Bombay Stock Exchange Limited

28TH ANNUAL GENERAL MEETING:

Date: 30th September, 2013
Day : Monday
Time: 11.00 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 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF **DHOOT INDUSTRIES LIMITED** WILL BE HELD ON MONDAY THE 30TH SEPTEMBER, 2013 AT 12.00 NOON 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, 2013** 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 Mrs. Pushpa Devi, Director of the Company who retires by rotation and being eligible offers herself 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 8th August, 2013
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 Monday the 23rd September, 2013 to Monday, the 30th September, 2013 (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 consolidate 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 **28th Annual Report** along with the Audited Balance Sheet and Profit And Loss Account, for the year ended **31st March, 2013**.

1. FINANCIAL RESULTS:

PARTICULARS	(Amt. In Rs.)	
	Year ended	
	2013	2012
Total Income	1,751,061	10,19,250
Total Expenditure (Excluding Depreciation)	1,113,373	7,02,950
Gross Profit/(Loss) before Depreciation & Tax	637,688	3,16,300
Add/Less: Depreciation (Net)	-	-
Profit/(Loss) before Taxation	637,688	3,16,300
Less: Provision for Taxation	198,050	1,10,000
Provision for income Tax & FBT	-	-
Deferred Tax	4,640	-
Net Profit/(Loss) after Taxation	434,998	2,06,300
Transfer from General Reserve	-	29,00,669
Balance Brought forward from previous year	32,26,240	-
Balance carried forward to Balance Sheet	36,61,238	31,06,969

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. 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 Mrs. Pushpadevi Dhoot 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 Ms. Ashwini Rajeshirke, Partner HS 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.5,00,000/- p.m. or Rs.60,00,000/- p.a. hence no particulars are given.

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
Dhoot industries limited

Sd/-

Padamchand Dhoot
(Chairman)

Date: 8th august, 2013.
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 (IA) of Listing Agreement).

Name of the Director	Mrs. Pushpadevi Dhoot.
Age	60
Qualification	Under Graduate
Expertise in specific functional areas	Administration & Marketing
Directorship in other Indian Public Ltd. Company & other firms as on 31.03.2013	NIL
Shareholding	167,600 no of shares

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 other than as mentioned in the elsewhere in the Annual Report. No Director of the Company is either member in more than ten committees and/or Chairman of more than five committees across all Companies in which he is Director.

During the year there were in total 6 (Six) Board Meetings were held i.e. on 30th May, 2012, 2nd July, 2012, 31st July, 2012, 31st August, 2012, 16th October, 2012 and 4th February, 2013. 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. Padamchand Dhoot	Managing Director	6	Yes	2	2
2.	Mrs. Pushpadevi Dhoot	Promoter Non Executive Director	6	Yes	1	2
4.	Mr. Jugalkishore Tapadia	Ind. Non Ex. Director	6	Yes	1	No
5.	Mr. Ramesh Khetan	Ind. Non Ex. Director	6	Yes	No	No
6.	Mr. Nitin Agarwal	Ind. Non Ex. Director	6	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 4 (Four) Directors out of which three are Non Executive Independent Executive Directors and one promoter Director.