

29TH

ANNUAL REPORT

2013 - 2014

DHOOT INDUSTRIES LIMITED

CONTENTS:

Board of Directors	1
Notice	2
Directors' Report	16
Corporate Governance Report	20
Management Discussion and Analysis Report	34
CEO/CFO Certification	37
Auditors' Report	38
Balance-Sheet	42
Profit & Loss A/c.	43
Schedules to Financial Statements	44
Cash Flow Statement	52
Attendance Slip & Proxy Form	54

DHOOT INDUSTRIES LIMITED
29th ANNUAL REPORT 2013-2014

BOARD OF DIRECTORS:

Mr. Padamchand Dhoot.	:	Managing Director (DIN: 01344573)	
Mrs. Pushpadevi Dhoot.	:	Promoter Director (DIN: 00118140)	
Mr. Jugalkishore Tapadia	:	Independent Non-Executive Director (DIN: 00363415)	
Mr. Nitin Agrawal	:	Independent Non-Executive Director (DIN: 03315678)	
Mr. Ramesh Khetan	:	Independent Non-Executive Director (DIN: 03315837)	

STATUTORY AUDITORS:

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

BANKERS:

Axis Bank Limited
Rameshwar Co-op 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,
Opp. Don Bosco School,
New Link Road, Borivali (west),
Mumbai - 400 092.
Tel.: 022-66970245 Fax. : 022-66970245
E-Mail : dhoot_2000@rediffmail.com
Website : www.dhootindustriesltd.com

SHARES LISTED AT:

The Bombay Stock Exchange Limited
Delhi Stock Exchange Limited

29th ANNUAL GENERAL MEETING:

Date : 29th September, 2014
Day : Monday
Time: 12.00 p.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 29TH ANNUAL GENERAL MEETING OF THE MEMBERS OF DHOOT INDUSTRIES LIMITED WILL BE HELD ON MONDAY THE 29TH SEPTEMBER, 2014 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, 2014** 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. Pushpadevi Dhoot (DIN: 00118140), Managing Director of the Company who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, Shyam C. Agrawal & Co., Chartered Accountants, (Firm Registration No. 110243W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out of pocket, travelling and living expenses, etc as may be mutually agreed between the Board of Directors of the Company and the Auditors."

B. SPECIAL BUSINESS

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT in accordance with the provisions of Sections 196,197,203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with schedule V to the Companies Act, 2013 (hereinafter referred to as "the said Act") approval of the members of the Company be and is hereby accorded to the appointment of Mr. Padamchand Dhoot. (DIN: 01344573) as a Managing Director of the Company for a period of five years with effective from 14th August, 2014, on the terms and conditions of appointment as mentioned in the draft of the Agreement to be entered into between the Company and Mr.

Padamchand Dhoot. (DIN: 01344573, which is placed before the meeting initialled by the Chairman for the purpose of identification."

RESOLVED FURTHER THAT the Board of Directors is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

5. Appointment of Mr. Jugalkishore Tapadia as an Independent Non-Executive Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 , Schedule IV and other applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Jugalkishore Tapadia (DIN - 00363415), Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act,2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office upto 5 (Five) consecutive years upto 31st March, 2019".

6. Appointment of Mr. Nitin Agrawal as an Independent Non-Executive Director of the Company.

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 , Schedule IV and other applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nitin Agrawal (DIN - 03315678), Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act,2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office upto 5 (Five) consecutive years upto 31st March, 2019".

7. **Appointment of Mr. Ramesh Khetan as an Independent Non-Executive Director of the Company.**

To consider and if thought fit to pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149,150,152 , Schedule IV and other applicable, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramesh Khetan (DIN - 03315837), Director of the Company in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act,2013 proposing his candidature for the office of Director be and is hereby appointed as an Independent Director on the Board of Directors of the Company to hold office upto 5 (Five) consecutive years upto 31st March, 2019".

8. To consider and if thought fit, to pass with or without modification(s), the Following resolution as a Special Resolution.

"RESOLVED THAT in supersession of the earlier resolutions passed, the consent of the Company be and is hereby accorded in terms of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) for borrowing from time to time any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed Rs.10,00,00,000/- (Rupees Ten Crores Only)."

9. To consider and if thought fit to pass with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, and subject to such approvals as may be necessary, the consent of the company be and is hereby accorded to the Board of Directors of the Company to lease, mortgage, of the whole or any part of the Company's existing undertaking and/or future undertakings as may be acquired, comprising of any part of its assets and liabilities, as a going concern, on terms and conditions and in such form and in such manner as the Board of Directors of the Company may decide , the total amount involved shall not, at any time exceed Rs.10,00,00,000/- (Rupees Ten Crores Only)."

...ing, transfer or otherwise dispose of the various assets individually or collectively, comprising of Freehold land along with building, plant & machinery and other assets of the said unit on "As on where on basis" for such consideration to be determined by taking net aggregate of the book value of each of the identified assets less liabilities as appearing in the books of the Company on such date pertaining to the said "Unit" with power to the Board to finalize the terms and conditions as well as means, methods or modes in respect thereof, determining the effective date, if need to be changed, and to finalize and execute all required documents including schemes, agreements, memoranda, deeds of assignment / conveyance and other documents with such modifications as may be required from time to time and to do and perform all such acts, deeds, matters and things as may be deemed necessary and/or expedient in their discretion for completion of the transaction as aforesaid in the best interest of the Company including the power to delegate, in the interest of the Company with full power and authority to the Board of Directors to do all such acts and things as may be necessary, desirable or expedient to give effect to this Resolution."

BY ORDER OF THE BOARD
DHoot INDUSTRIES LIMITED

Sd/-

PADAMCHAND DHoot
(DIRECTOR)

DATE 14th August, 2014
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. A Proxy need not be a member of the Company. The instrument of proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this report. A proxy is not entitled to vote except on a poll. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable. A person can act as a 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

carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (the "Meeting") is annexed hereto.
3. The Register of Members and Share Transfer Register shall remain closed from day the Monday 22nd September, 2014 to Monday, the 29th September, 2014 (both days inclusive).
4. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting.
5. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
6. Members are requested to intimate to the Company, queries if any, regarding the accounts at least 10 days before the Annual General meeting to enable the Management to keep the information ready at the Meeting. The queries may be addressed to company's registered office (email: dhoot_2000@rediffmail.com) Member are requested to bring their copies of Annual Reports to the Meeting.
7. 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.
8. Members are requested to produce the attendance slip duly signed, sent along with the Annual Report and Accounts, for admission to the meeting hall.
9. 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.
10. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form SH-13 annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.
11. Details of Directors seeking appointment or re-appointment at the 29th Annual General Meeting pursuant to clause 49IV (G)(1) of the Listing Agreement with Stock Exchange(s) are mentioned in the Corporate Governance Report forming part of this Annual Report.

respective Depository participants.

13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management.
14. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Registrar and Share Transfer Agent M/s. Link Intime India Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
15. The Ministry of Corporate Affairs (MCA) has taken on 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. Dematerialize 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.
16. In Compliance with the provisions of section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice.
 17. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

18. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement executed by the company with the BSE Limited and Delhi Stock exchange Limited, the Company is pleased to provide members facility to exercise their right to vote at the 29th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL):

During the e-voting period, members of the company holding shares either in physical form or dematerialized form, as on the cut-off date i.e., **August 22, 2014**, may cast their votes electronically.

The e-voting period commences at 9.00 am on **Monday September 22, 2014** and ends at 6.00 p.m. on **Wednesday September 24, 2014**. The e-voting module shall be disabled by CDSL for voting thereafter.

Once the vote on a resolution is cast by a shareholder, the shareholder shall not be allowed to change it subsequently.

A copy of this notice has been placed on the website of the Company and the website of CDSL.

Mr. Hemant Shetye, Partner of HS Associates, Practicing Company Secretaries (Membership No.2827) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.

The Results declared along with the Scrutinizer's Report shall be placed on the Company's website dhoot_2000@rediffmail.com on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the BSE Limited.

THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER.

A. In case a Member receives an e-mail from CDSL (for Members whose e-mail address are registered with the Company/Depositories):

(i) Log on to the e-voting website www.evoting.com