

DHOOT INDUSTRIES LIMITED

BOARD OF DIRECTORS:

Mr. Padamchand Dhoot	:	Managing Director /Chairman
Mrs. Pushpa Dhoot	:	Promoter Director
Mr. Jugakishore 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.
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 consolidation 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 & 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.

DIRECTOR'S REPORT

To,
The Members,
DHOOT 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	Year ended	
	2011	2010
Total Income	23,46,153	12,32,890
Total Expenditure (Excluding Depreciation)	17,14,730	9,69,903
Gross Profit/(Loss) before Depreciation & Tax	6,31,423	2,64,090
Add/Less: Depreciation (Net)	46,160	4,40,518
Profit/(Loss) before Taxation	5,85,263	1,23,572
Less: Provision for Taxation	---	---
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 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 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 217H) COMPANIES (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 specialist with expertise covering hardware, networking systems software, and database and application software. This helped the Company leverage the latest technologies and deploy robust 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 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.a.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 other than those 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 companies 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. Padamsund Dhoor	Managing Director	5	Yes	2	2
2.	Mrs. Pushpadavi Dhoor	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. Dhoor - 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

- a) All element of remuneration package of individual directors summarized under major groups, such as salary benefits, bonuses, stock option, pension etc. – NIL
- b) 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.
- c) Service contracts, notice period, severance fees – NIL.
- d) Stock option details, if any – and whether issued at a discount or well below the market price 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,
 Borivili (W), Mumbai – 400092.
 Tel.: (022) 66970244 Fax: (022)66970245
 Email: dhoot_2009@rediff.com

Number of complaints from shareholders during the year ended 31st March, 2011.

Complaints outstanding as on 1 st April, 2010	NIL
Complaints received during the year 31 st March, 2011	10
Complaints resolved during the year ended 31 st March, 2011.	10
Complaints pending as on 31 st March, 2011.	NIL

None of the investors' complaints was pending unresolved as on 31st March, 2011.

6. General Body Meetings:

Details of last three Annual General Meetings are given below:

Financial Year	Date	Time	Venue	Special Resolution(s)
2007-2008	23/08/2008	3.00 p.m.	Regd. Office	--N.A.--
2008-2009	30/09/2009	4.00 p.m.	Regd. Office	--N.A.--
2009-2010	30/09/2010	4.00 p.m.	Regd. Office	--N.A.--

No special resolution was put through postal ballot during the financial year.

7. Disclosures:

During the year under review, besides the transactions reported elsewhere, there were no other related party-transactions of material nature with the promoters, Directors, the management or their subsidiaries or relatives during the year that may have potential conflict with the interest of the Company at large.

The company's shares were suspended for trading by the Bombay Stock Exchange however the said suspension was revoked by the committee of the Bombay Stock Exchange w.e.f. 8th June, 2011. There were no instances of Non-compliance on any matter related to the capital market during the past three years and that no penalties or strictures were imposed on the Company by any Stock Exchange or SEBI.

The board hereby affirms that no personnel have been denied access to the audit corporate governance.

The company has complied with mandatory requirements of clause 48 of the listing agreement.

The company is in the process of adopting the non-mandatory provisions of corporate governance.

8. Means of Communication:

Company please to know that Company has made own website in the name of www.dhoodindustriesltd.com on which all the corporate information is made available to the general public. It also displays all the official new releases and the presentations made to Institutional Investors.

However there was no presentation was made during the year either Institutional Investors or to the analysts.

Management discussion & Analysis Report is attached herewith forming part of the Annual Report.

9. General Shareholders Information:

1. Annual General Meeting Date and Time Venue	22 nd September, 2011 at registered office at Shop No. 4, Pralimesh Leela, Opp. Don Bosco School, New Link Road, Borivali (West), Mumbai - 400 092.
2. Financial Calendar	1 st April to 31 st March
Results for : First quarter Half Yearly Third quarter Fourth quarter	Last week of July 2011 Last week of October, 2011 Last week of January, 2012 Last week of June, 2012
3. Date of Book-closure	16 th September, 2011 to 22 nd September 2011
4. Listing on Stock Exchanges in India	Bombay Stock Exchange Limited.
5. Listing fees	Paid for 2011-12
6. Registered and corporate office	SHQP NO. 4, Pralimesh Leela, Opp. Don Bosco School, New Link Road, Borivali (West), Mumbai - 400 092.
7. Registrar and transfer Agent	Inlime Spectrum Registry Limited C-13, Parnalal Silk Mills Compound, L. B. S. Marg, Bhandrup, Mumbai - 400 078.
8. Stock Code/SIN/NO.	5233662/INE005E01013

Market price data:
Company's shares are suspended for trading during the year hence market price data is not available.

a. Share Transfer System

The Share transfer of Securities in Physical form are registered, duly transferred and dispatched within one month of the receipt, if the transfer documents are in order. The share transfer requests are approved every fifteen days.

Address of Registrars and Share Transfer Agent:
 Link Intime (India) Pvt Ltd
 Add: C-13, Parnal Silk Mills Compound,
 L. S. Marg, Bandrup Mumbai - 400 078

b. Distribution of Shareholding as on 31st March, 2011.

Share holding of Rs.	Nominal Value of Rs.	Shareholders No.	% of Total	Share Amt.		% of Total
				Rs.		
1	500	5084	86.4038	1106000	28.6352	
501	1000	485	8.2427	428450	11.4803	
1001	2000	234	3.9769	354400	9.4961	
2001	3000	24	0.4079	61150	1.6385	
3001	4000	8	0.1380	30250	0.8105	
4001	5000	11	0.1869	50900	1.3639	
5001	10000	17	0.2889	125000	3.3494	
10001	*****	21	0.3569	1575900	42.2261	

c. Dematerialization of securities

The Company's shares were dematerialized w.e.f. 21st September, 2001 and 12th March, 2001 vide a Tripartite agreement executed between NSDL, CDSL, respectively and the Company as on 31st March, 2011, 14,00,500 Equity Shares representing 37.53% were held in Demat form & the balance 23,31,550 Equity Shares representing 62.47% were in physical form.

d. Company has not issued ESOP or any GDRs/ ADRs/ Warrants/ Convertible instrument.

e. Since Company is a service provider, the Company don't have any plants as such.

f. Address for correspondence:
 Shareholders of the Company can send correspondence at Company's share & Transfer Agent's Office or the Regd. office of the Company situated at following address:

SHOP NO. 4, Prathmesh Leela,
 Opp. Don boscon School,
 New Link Road, Borivali (W),
 Mumbai - 400 092.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

As members are aware the Company's main business is of Providing Finance for Housing and Developing. The business is totally relied on real estate & is totally and is changing every day with changes in world economy. The said industry is unpredictable and volatile in nature. Your Directors are taking maximum efforts to safeguard funds of the Company while making investment and in trading in the industry.

B) OPPORTUNITIES / OUTLOOK:

Since your Company is diversified into Providing Finance, your Directors expect better future outlook. As the Economy and Industrial Sector is developing very fast, there is huge potential which is untapped.

C) THREATS:

The major threats to the Industry will be continuous changes and Interest Rates Fluctuation.

D) RISKS AND CONCERNS:

Your Directors are taking optimum measures to safeguard against such risk of changes that take place & other calamities.

E) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has adequate internal control system.

F) HUMAN RESOURCES POLICIES:

The Company has strong belief in Human Resources and accordingly policies are drawn from time to time.

G) CAUTIONARY STATEMENT:

Your Board has taken abundant precaution in selecting and developing its Business.

BY ORDER OF THE BOARD
 DHOOT INDUSTRIES LIMITED

Sd/-
 PADAMCHAND DHOOT
 (MANAGING DIRECTOR)

DATE: 12th August, 2011
 PLACE: MUMBAI

A REPORT ON CORPORATE GOVERNANCE BY STATUTORY AUDITORS.

To,
The Board of Directors,
DHOOT INDUSTRIES LIMITED
SHOP NO. 4, Prathmesh Leela,
Opp. Danbosc School,
New Link Road, Borival (W),
Mumbai - 400 092.

We have reviewed the implementation of Corporate Governance produced by the company during the year ended 31st March, 2011 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion of the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied in all material respects with the conditions of Corporate Governance stipulated in the Clause 49 of the Listing Agreement with the Stock Exchanges except Clause 49(V).

We further state that our examination of such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Shyam Agarwal & Co.,
Chartered Accountants

Sd/-
Shyam Agarwal
(Proprietor)

Place : Mumbai
Date : 12th August, 2011

DECLARATION

In accordance with Clause 49 of the Listing Agreement with the Stock Exchange(s) it is hereby declared that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the code of conduct of the Company for the year ended 31st March, 2011.

FOR DHOOT INDUSTRIES LIMITED

Sd/-
PADAMCHAND DHOOT
(CEO)

DATE: 12th August, 2011

PLACE: MUMBAI

A REPORT ON CORPORATE GOVERNANCE BY STATUTORY AUDITORS.

To,
The Board of Directors,
DHOOT INDUSTRIES LIMITED
SHOP NO. 4, Prabhmesh Leela,
Opp. Donbosco School,
New Link Road, Borivali (W.),
Mumbai - 400 092.

We have reviewed the implementation of Corporate Governance produced by the company during the year ended 31st March, 2011 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion of the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied in all material respects with the conditions of Corporate Governance stipulated in the Clause 49 of the Listing Agreement with the Stock Exchanges except Clause 49(V).

We further state that our examination of such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Shyam Agarwal & Co.,
Chartered Accountants

Sd/-
Shyam Agarwal
(Proprietor)

Place : Mumbai,
Date : 12th August, 2011

DECLARATION

In accordance with Clause 49 of the Listing Agreement with the Stock Exchange(s) it is hereby declared that all the Directors and Senior Management Personnel of the Company have affirmed compliance with the code of conduct of the Company for the year ended 31st March, 2011.

FOR DHOOT INDUSTRIES LIMITED

Sd/-
PADAMCHAND DHOOT
(CEO)

DATE: 12th August, 2011

PLACE: MUMBAI

**CERTIFICATION BY
CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

To,
The Board of Directors,
DHOOT INDUSTRIES LIMITED
SHOP NO. 4, Prathmesh Leela,
Opp. Don Bosco School,
New Link Road, Borivali (W),
Mumbai - 400 092.

We hereby certify that for the financial year, ending 31st March, 2011 on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that:-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the Company's code of conduct;
4. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies;
5. We further certify that:
 - a) There have been no significant changes in internal control during the year.
 - b) There have been no significant changes in accounting policies during the year.
 - c) There have been no instances of significant fraud of which we are become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system.

Sd/-
P.C. DHOOT
(CEO & MANAGING DIRECTOR)

Sd/-
PANKAJ DHOOT
(CHIEF FINANCIAL OFFICER)

Date: 12th August, 2011
Place: MUMBAI.

COMPLIANCE CERTIFICATE

CIN of the Company: L57120MH1985PLC037772.
Nominal Capital: Rs. 45,000,000/-.

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

We 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, 2011 ("financial year"), in our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we 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 5 (five) times respectively on 3rd May, 2010, 9th July, 2010, 31st July, 2010, 2nd November, 2010 and 31st January, 2011 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 23rd September, 2010 to 30th September, 2010 (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 2010 was held on 30th September, 2010 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, 2011.
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. 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 obtained any approvals from the Board of Directors, Members or Central Government, as the case may be.
12. The Company has not issued any duplicate share certificates during the financial year.
13. The Company has:
 - (i) not made any allotment or 7 transfers or transmission of securities during the financial year.
 - (ii) not deposited 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 transferred 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.
15. The Company has not appointed any Managing Director/whole-time Director/Manager during the financial year.
16. The Company has not appointed any sole-selling agents during the financial year.
17. The Company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such Authorities prescribed under the various provisions of the Act during the financial year.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares, debentures or other securities during the financial year.
20. The Company has not bought back any shares during the financial year.
21. The Company has no preference share capital or debentures and as such there was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance, the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited or accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The amount borrowed by the Company from Directors, Members, Public financial institutions, Banks, and others during the financial year ending 31st March, 2011 are within the borrowing limits of the Section 293(1)(d) of the Act.
25. The Company has made loans and investments in other bodies corporate in compliance of the provisions of Section 372A of the Act and made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum of Association with respect to the situation of the Company's registered office from one state to another during the financial year under scrutiny.
27. The Company has not altered the provisions of the Memorandum of Association with respect to the objects of the Company during the financial year under scrutiny.
28. The Company has not altered the provisions of the Memorandum of Association with respect to the name of the Company during the financial year under scrutiny.
29. The Company has not altered the provisions of the Memorandum of Association with respect to the share capital of the Company during the financial year under scrutiny.
30. The Company has not altered its Articles of Association during the financial year.

31. There was no prosecution initiated against or show cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.

32. The Company has not received any money as security from its employees during the financial year.

33. The provisions of Section 418 of the Act are not applicable to the Company during the financial year.

K.S.V.N.S.KAMESWARA RAO & ASSOCIATES

SD/-

K.S.V.N.S.KAMESWARA RAO,

PROPRIETOR,

C.P. No.: 8339

ACS No.: 22919

PLACE: MUMBAI

DATE: 12th August, 2011

ANNEXURE "A"

REGISTERS AND RECORDS MAINTAINED BY THE COMPANY

- a) Register of members under Section 150.
- b) Index of members under Section 151.
- c) Register of Transfer.
- d) Registers and Returns under Section 163.
- e) Register of Contracts under Section 301.
- f) Register of Directors, Managing Director, manager and secretary under Section 303.
- g) Register of Directors' shareholdings under Section 307.
- h) Register of charges under Section 143.
- i) Register of Share application and allotment.
- j) Minutes Book under Section 193.
- k) Books of Account under Section 209.
- l) Register of Investments & Loans under section 372A.

ANNEXURE 'B'

FORMS AND RETURNS AS FILED BY THE COMPANY WITH THE REGISTRAR OF COMPANIES, DURING THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2011.

Sr. No	S-Form No	Section	Date of Filing	Particulars
1.	23AC, 23ACA	220	27-10-2010	For filing the Balance Sheet and Profit and Loss Account for the year ended 31 st March, 2010
2.	Form 66	383A (1)	27-10-2010	For filing the Compliance Certificate for the year ended 31 st March, 2010
3	Form DIN 3	266E	22-02-2011	Intimation of Director identification number of the Directors.
4.	20B	159	25-02-2011	For Filing the Annual Return of the Company for the year ended 31 st March, 2009 showing the position as on 31 st September, 2010.

K.S.V.N.S.KAMESWARA RAO & ASSOCIATES

SD/-

K.S.V.N.S.KAMESWARA RAO,

PROPRIETOR,

C.P. No.: 8339

ACS. No.: 22919

PLACE: MUMBAI

DATE: 12th August, 2011

Auditor's Report to the members of
DHOOT INDUSTRIES LTD

We have audited the attached balance sheet of DHOOT INDUSTRIES LTD as at March 31, 2011, and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.

Further to our comments in the Annexure referred to above, we report that:

- i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
- ii. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- iii. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;
- iv. In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

v. On the basis of written representations received from the directors, as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

5. In our opinion and to the best of our information and according to the explanations given to us; the said accounts read together with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2011; and

b. In the case of the Profit and Loss Account, of the Loss for the year ended on that date.

For SHYAM C. AGRAWAL & CO.
CHARTERED ACCOUNTANTS

Sd/-
(S. C. AGRAWAL)
PROPRIETOR
FIRM NO. 1102430
M. NO. 31774

PLACE: Mumbai
DATE: 25th June, 2011

Annexure to the auditor's report of
DHOOT INDUSTRIES LTD

Referred to in paragraph 3 of our report of even date

410(a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) As informed and represented to us, fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, the Company has not disposed of a substantial part of fixed assets during the period thereby affecting the going concern.

410) The Company is a Service Company, primarily rendering Financial Services. Accordingly, it does not hold inventories. Hence, Paragraph 410) of the Order, is not applicable.

410)(a) The Company during the period has not taken loans unsecured from companies, firms, or other parties listed in the register maintained under section 301 of the Companies Act, 1956.

(b) The Company has not given an unsecured loan to a Company (not covered within the scope of Section 301 of the Companies Act, 1956) by way of Inter Corporate Deposit, the rate of interest and other terms and conditions of which are not prima facie, prejudicial to the interest of the Company. Accordingly clause 410)(c) is not applicable.

(c) Company has not granted any loan.

(d) The Company has not taken any loans, secured or unsecured, from parties covered in the register maintained under section 301 of the Act. Accordingly, the clause 410) (i) and 410)(g) of paragraph 4 of the Order are not applicable to the company for the year.

410)(a) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. During the year, there was no Sale of Services. Provisions in respect of adequate controls referred in clause 410)(a) of the order relating to purchase of inventories and sale of goods as company is service oriented company. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system of the company. According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

410)(a) In our opinion and according to the information and explanations given to us, the

transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act and exceeding the value of Five lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

4(iv) In our opinion and according to information and explanations given to us, the Company has not accepted deposits from the Director and public within the meaning of section 58A of the Companies Act, 1956 and the rules framed there under are not applicable.

4(v) There is no internal audit system. However, the Company has adequate internal control procedure involving internal checking of its financial record.

4(vii) The Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for any of the activities of the Company.

4(x)(a) According to information and explanation given to us, the Company is regular in depositing with appropriate authorities undistributed statutory dues including income-tax, service tax and other material statutory dues applicable to it which are outstanding for more than six months from the date they become payable as of 31st March 2011.

(b) According to the records of the Company, there was no disputed statutory dues that have not been deposited on account of the matters pending before appropriate authorities.

4(x)(a) There is no accumulated losses in the Company as on 31st March 2011.

4(xi) According to the information and explanations given to us, the Company has not defaulted in any repayment of dues to any financial institution or bank, as applicable, as at the Balance Sheet date.

4(xii) As explained to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities and therefore Paragraph 4(xii) of the said Order relating to maintenance of documents and records is not applicable.

4(xiii) The Company is not a Civil Fund / Nidhi / Mutual Benefit Fund/Societies. Therefore, the provisions of clause 4(xiii) are not applicable to the company.

4(xiv) In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in securities.

4(xv) According to the information and explanations given to us, the Company has not given guarantees/Loan taken by others from bank or financial institutions and thus clause 4(xv) is not applicable.

4(xvi) The Company has not taken any term loans and therefore clause 4(xvi) of the order is not applicable.

4(xvii) According to the information and explanations given to us, the Company has not raised any funds, short-term or long-term, during the period and therefore Clause 4(xvii) of the said Order relating to usage of such funds is not applicable.

4(xviii) According to the information and explanations given to us, during the year the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.

4(xix) According to the information and explanations given to us, during the year covered by our audit report, the Company has not issued any debentures.

4(xx) According to the information and explanations given to us, the Company has not made any public issue during the period and accordingly Paragraph 4(xx) of the said Order relating to end use of money raised is not applicable.

4(xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

FOR SHYAM C. AGRAWAL & CO.
CHARTERED ACCOUNTANTS.

Sd/-
(S. C. AGRAWAL)
PROPRIETOR,
FIRM NO. 1102430
M. NO. 31774

PLACE: Mumbai
DATE: 25th June, 2011

DHOOT INDUSTRIES LIMITED
BALANCE SHEET AS ON 31ST MARCH, 2011

PARTICULARS	SCH	AS AT	AS AT
		31ST MAR 2011	31ST MAR 2010
		RS.	RS.
SOURCES OF FUND			
SHAREHOLDERS FUND			
SHARE CAPITAL	"A"	37,320,500	37,320,500
RESERVE & SURPLUS	"B"	5,411,937	5,042,169
LOAN FUNDS			
SECURED LOANS	"C"		187,157
UNSECURED LOANS	"D"		5,888,910
DEFERRED TAX LIABILITY	"D"		170,828
		<u>42,732,437</u>	<u>48,389,594</u>
APPLICATION OF FUNDS			
FIXED ASSETS	"E"		
GROSS BLOCK		6,719,476	8,592,844
LESS: DEPRECIATION & SALE		8,718,828	6,505,702
NET BLOCK		850	687,142
INVESTMENTS	"F"	17,379,838	11,379,838
DEFERRED TAX ASSETS		51,557	
CURRENT ASSETS, LOANS & ADVANCES	"G"		
SUNDRY DEBTORS		1,173,723	2,537,668
CASH & BANK BALANCES		61,228,948	34,990,130
LOANS & ADVANCES	"A"	82,454,228	37,517,798
LESS:			
CURRENT LIABILITIES & PROVISIONS	"H"		
CURRENT LIABILITIES		35,846,819	288,090
PROVISIONS	"B"	1,013,167	917,154
		<u>56,859,986</u>	<u>1,215,214</u>
NET CURRENT ASSETS (A) - (B)		25,594,452	36,302,584
MISCELLANEOUS EXPENDITURE (To be written off or adjusted) PROFIT & LOSS ACCOUNT		42,974,940	48,389,594

AS PER OUR REPORT OF EVEN DATE FOR SHYAM C. AGARWAL & CO. CHARTERED ACCOUNTANTS

Sd/- SHYAM C. AGARWAL
PROPRIETOR
M.NO. 31774
MUMBAI
DATE : 25/03/2011

FOR DHOOT INDUSTRIES LTD.

Sd/- P.C. DHOOT DIRECTOR
Sd/- PUSHPA DHOOT DIRECTOR

DHOOT INDUSTRIES LIMITED

PROFIT & LOSS FOR THE YEAR 31ST MARCH, 2011

PARTICULARS	SCH	CURRENT	PREVIOUS
		YEAR	YEAR
		RS.	RS.
INCOME			
INTEREST & OTHER INCOME	"J"	2,346,153	1,232,990
TOTAL		<u>2,346,153</u>	<u>1,232,990</u>
EXPENDITURE			
PAYMENT & PROVISION FOR EMPLOYEES	"M"	859,909	432,000
ADMINISTRATIVE & SELLING EXPENSES	"N"	284,720	484,696
LOSS ON SALE OF FIXED ASSETS		340,327	
INTEREST & FINANCIAL CHARGES	"O"	119,754	52,204
DIRECTORS REMUNERATION			
DEPRECIATION	"E"	46,160	140,518
PROFIT/(LOSS) BEFORE TAX		1,760,870	1,109,418
PROVISION FOR INCOME TAX		585,283	423,572
DEFERRED TAX		334,788	27,785
PROFIT/LOSS AFTER TAX		<u>250,497</u>	<u>95,777</u>
ADD: BAL AS PER PREVIOUS BALANCE SHEET			
PROFIT AVAILABLE FOR APPROPRIATION		2,407,689	2,311,892
LESS: BALANCE CARRIED TO BALANCE SHEET		2,658,166	2,407,669
DIVIDEND PER SHARE		0.07	0.03

AS PER OUR REPORT OF EVEN DATE FOR SHYAM C. AGARWAL & CO. CHARTERED ACCOUNTANTS

Sd/- SHYAM C. AGARWAL
PROPRIETOR
M.NO. 31774
MUMBAI
DATE : 25/03/2011

FOR DHOOT INDUSTRIES LTD.

Sd/- P.C. DHOOT DIRECTOR
Sd/- PUSHPA DHOOT DIRECTOR

SCHEDULE ATTACHED TO FORMING THE PART OF BALANCE SHEET
PARTICULARS AS AT 31/03/2011 AS AT 31/03/2010

SCHEDULE-A

SHARE CAPITAL		
AUTHORISED SHARE CAPITAL	45,000,000	45,000,000
45,00,000 EQUITY SHARES OF RS. 10/- EACH		
ISSUED, SUBSCRIBED & PAID UP		
37,32,060 EQUITY SHARES OF RS. 10/- EACH	37,320,500	37,320,500
	<u>37,320,500</u>	<u>37,320,500</u>

SCHEDULE-B

RESERVE & SURPLUS		
1. PROFIT & LOSS A/C	2,777,437	2,407,868
TRF FROM P & L A/C		
2. CAPITAL RESERVE	2,634,500	2,634,500
	<u>5,411,937</u>	<u>5,042,188</u>
TOTAL	<u>5,411,937</u>	<u>5,042,188</u>

SECURED & UNSECURED LOANS

PARTICULARS	AS AT 31/03/2011	AS AT 31/03/2010
SCHEDULE-C		
SECURED LOAN		
ICICI Car Loan (Ford Fiesta)		167,157
		<u>167,157</u>
SCHEDULE-D		
UNSECURED LOAN		
		5,668,910
		<u>5,668,910</u>
Total (A)+(B)		<u>5,836,067</u>

DHOOT INDUSTRIES LIMITED

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2011

SCHEDULE - F
FIXED ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK	
	Cost as at 01-04-2010	Addition (Deduction) during the year	Cost as at 31/03/2011	As at 01-04-10	Sale of Assets	For the year	As at 31-03-11	As at 31-03-10
FURNITURE & FIXTURE	1,009,231		1,009,231	1,009,230	-	-	1,009,230	52,874
COMMERCIAL VEHICLE	1,021,240		1,021,240	1,021,239	-	-	1,021,239	1
FACTORY VEHICLE	1,082,355		1,082,355	1,082,354	-	-	1,082,354	1
COMPUTERS	619,850		619,850	619,849	-	-	619,849	1
AIR CONDITIONERS	98,430		98,430	93,105	-	4,675	97,780	10,000
GENERATOR	4,888,370		4,888,370	4,888,369	-	-	4,888,369	1
FORD FIESTA	873,368	(873,368)		191,556	640,327	41,485	873,368	661,812
TOTAL (RS.)	9,592,844	(873,368)	8,719,476	8,905,702	640,327	46,160	8,592,189	744,690

SCHEDULE ATTACHED TO FORMING PART OF BALANCE SHEET

PARTICULARS	AS AT	
	31/03/2011	31/03/2010
SCHEDULE J		
INVESTMENTS		
INVESTMENTS (LONG TERM AT COST)		
QUOTED - NON TRADE		
1,800 EQUITY SHARES OF RS. 10/- EACH FULLY PAID-UP IN PCI CHEMICAL LTD	72,000	72,000
TRADE		
EQUITY SHARES OF RS. 10/- EACH FULLY PAID-UP IN ZEND INFOTECH LTD (FORMERLY PRITI RESORTS & HOLDINGS LIMITED)	9,299,000	9,299,000
(A)	9,371,000	9,371,000
UNQUOTED/NON-TRADE	7,508,838	1,808,838
INVESTMENT IN PARTNERSHIP FIRM	500,000	500,000
(B)	500,000	500,000
TOTAL (A + B)	17,379,838	11,379,838

SCHEDULE ATTACHED TO FORMING PART OF BALANCE SHEET

PARTICULARS	AS AT	
	31/03/2011	31/03/2010
SCHEDULE G		
CURRENT ASSETS, LOANS & ADVANCES		
I. CURRENT ASSETS		
CASH & CHEQUE IN HAND	1,168,554	2,594,937
BANK BALANCE IN CURRENT ACCOUNTS	4,170	2,731
	<u>1,173,723</u>	<u>2,597,668</u>
II. LOANS & ADVANCES		
(CONSIDERED-GOODS UNSECURED)		
a. ADVANCE RECOVERABLE IN CASH OR KIND OR FOR VALUE TO BE RECEIVED	79,872,007	30,411,070
b. ADVANCE TAX & TAX DEDUCTED AT SOURCE	1,362,941	1,112,845
c. SUNDRY DEPOSITS	4,000	3,456,475
	<u>81,228,948</u>	<u>34,980,130</u>
TOTAL	82,402,671	37,577,798

SCHEDULE ATTACHED TO FORMING PART OF BALANCE SHEET

PARTICULARS	AS AT	
	31/03/2011	31/03/2010
SCHEDULE H		
CURRENT LIABILITIES & PROVISIONS		
CURRENT LIABILITIES		
TO SUNDRY CREDITORS	55,846,619	298,060
PROVISIONS	1,013,157	917,154
PROVISION FOR TAX		
	<u>1,013,157</u>	<u>917,154</u>
TOTAL (I) + (II)	56,859,776	1,215,214

SCHEDULE ATTACHED TO FORMING PART OF PROFIT & LOSS

PARTICULARS

AS AT 31/03/2011 AS AT 31/03/2010

SCHEDULE - J
INTEREST & OTHER INCOME

INTEREST & OTHER INCOME	2,346,153	1,232,990
	2,346,153	1,232,990

SCHEDULE - M
PAYMENTS TO AND PROVISION FOR EMPLOYEES

SALARY, WAGES & BONUS	959,909	432,000
	959,909	432,000

SCHEDULE - N
ADMINISTRATIVE & OTHER EXPENSES

ELECTRICITY CHARGES	37,300	29,290
RENT	16,141	65,790
TRAVELLING EXP.	22,265	
TELEPHONE & TELEX CHARGES	99,907	273,550
LEGAL & PROFESSIONAL CHARGES	24,989	84,591
LISTING FEES & REGISTRATION CHARGES	12,327	
ACCOUNTING CHARGES	19,000	19,000
AUDIT FEES	44,376	
OFFICE EXPENSES	20,000	11,522
CAR INSURANCE		
PETROL & DIESEL EXP.		
DEMAT CHARGES	5	893
BALANCE W/OFF	294,720	404,996

SCHEDULE - O
INTEREST & FINANCIAL CHARGES

INTEREST ON CAR LOAN	89,850	10,005
BANK CHARGES	29,904	42,199
	119,754	52,204

SCHEDULE "P"

SIGNIFICANT ACCOUNTING POLICIES

- 1. BASIS OF ACCOUNTING:**
The financial statement has been prepared under the historical cost convention principles and provision of Companies Act, 1956 as consistently adopted by the company.
- 2. FIXED ASSETS:**
Fixed Assets are shown at historical cost as per AS-10 issued by ICAI. Intangible assets are recorded at their cost of acquisition. Capital expenditure on assets by the company is reflected as a distinct item in Capital Work-in Progress till the period of completion and thereafter in the Fixed Assets.
- 3. INVESTMENTS:**
Current investments are valued at lower of cost and fair value determined on an individual basis as per AS-13 issued by ICAI. Long term investments are carried at cost. Provision is made for diminution, other than temporary, in the value of such investment. Premium paid on long term investments is amortized over the period remaining to maturity.
- 4. INCOME RECOGNITION:**
Dividend is recognized on the basis of receipt and other revenues are recorded on the basis of accrual basis as per AS-9 issued by ICAI.
- 5. DEPRECIATION:**
Depreciation is charged on SLM method at the rates specified in Schedule XIV of the Companies Assets costing up to Rs.5000/- are fully depreciated in the year of capitalization.
- 6. MISCELLANEOUS EXPENDITURE:**
Preliminary, Pre Operative and Expenses related to Public issue if any, are to be amortized over a period of ten years.
- 7. CONTINGENT LIABILITIES:**
There are no Contingent liabilities as perceive by the management.
- 8. TAXATION:**
Deferred Taxation: The Company has accounted for deferred tax in accordance with accounting standard-22 Accounting for Taxes on Income issued by The Council of the Institute of Chartered Accountants of India.

NOTES TO THE ACCOUNTS

1. The company has investment of Rs. 17,379,838. The investments are valued at cost. Out of above investment Rs. 80,00,000/- is invested during the year and rest are opening.

2. RELATED PARTY TRANSACTIONS:

Associates:
Pachhal Enterprise Ltd
Anandkya Enterprises
Pankaj Dhoot HUF
P.C.Dhoot HUF
Total Investments P. Ltd

Key Management Personnel
Padmanchand Dhoot
Pushpadevi Dhoot
Pankaj Dhoot
Anuradha Dhoot
Pankaj Dhoot

TRANSACTIONS WITH RELATED PARTIES:

Nature of Transactions	Associates Co.	Key Mgt Personnel
Expenses	NIL	NIL
Remuneration	NIL	NIL
Amount Outstanding	NIL	NIL
Unsecured Loans	NIL	NIL

3. SEGMENT REPORTING (Accounting Standard-17)

The company operates under single business and Geographical segment of Providing Finance for House and Business Purposes. Hence, Reporting under AS-17 is not necessary.

4. There is no earning in Foreign Exchange nor any expenditure in foreign Exchange.

5. There are no Sundry Creditors at the end of the year who has registered as Small Scale Industries. Hence relevant information is not applicable.

6. Previous year figures have been regrouped, rearranged and recasted wherever necessary.

EARNING PER SHARE:

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Number of Shares	37,32,050	37,32,050
Basic & Diluted EPS of Rs. 10/- each	0.07	0.03

As per tax report of the even date
For: SHYAM C. AGRAWAL & Co.

For: DHOOT INDUSTRIES LTD.

Sd/-
SHYAM AGRAWAL
Proprietor
Firm No. 1102430
M. No. - 31774
Mumbai
Date: 25/06/2011

Sd/-
P.C.DHOOT
DIRECTOR
Sd/-
PUSHPADEVI DHOOT
DIRECTOR

DHOOT INDUSTRIES LIMITED

CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET AS AT 31ST MARCH, 2011

2010-2011

2009-2010

CASH FLOW FROM OPERATING ACTIVITIES

Net Profit (Loss) Before tax Paid and extra ordinary items
Less : Extra-ordinary items

493,000

123,572

493,000

123,572

Adjusted for :

Loss on Sale of Fixed Assets

Balance W/O

Depreciation

Operating Profit/(Loss) before Working Capital Changes

Adjusted for :

Dividends

Creditors

Net Income Tax

NET CASH FROM OPERATING ACTIVITIES (A)

NET CASH FROM INVESTING ACTIVITIES

Investments

Sale of Assets

Loans & Advances

NET CASH FROM INVESTING ACTIVITIES (B)

CASH FLOW FROM FINANCING ACTIVITIES

Proceeds from Short Term Borrowings

NET CASH FROM FINANCING ACTIVITIES (C)

Net increase in cash & cash equivalent (A+B-C)

Opening balance of cash & cash equivalent

Closing balance of cash & cash equivalent

Notes :

1. Cash & cash equivalent consists of cash/bank/bills in hand and balance with banks.

2. Figures in brackets represent outflow.

3. Previous year figures have been regrouped/rearranged, wherever considered necessary.

FOR AND ON BEHALF DHOOT INDUSTRIES LIMITED

Sd/-
P.C. DHOOT

Sd/-
PUSHPA DHOOT

DIRECTOR

DIRECTOR

FOR M/S SHYAM C. AGRAWAL & CO.

CHARTERED ACCOUNTANTS

Sd/-
SHYAM C. AGRAWAL

PROPRIETOR

FIRM NO. 1102430
MEMBERSHIP NO. 31774
PLACE MUMBAI
DATE : 6/25/2011

Auditors Certificate

We have examined the above Cash Flow Statement of M/S Dhoot Industries Limited for the year ended March 31, 2011, has been prepared by the Company in accordance with the requirements of the ailing statement with the book, exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company owned by and controlled by our report of 25th June, 2011 to the members of the Company.

NET CASH FROM OPERATING ACTIVITIES (A)	58,420,340	18,813,937
NET CASH FROM INVESTING ACTIVITIES	(6,000,000)	1,061,182
NET CASH FROM INVESTING ACTIVITIES (B)	300,000	
NET CASH FROM INVESTING ACTIVITIES (B)	(45,249,818)	8,979,384
NET CASH FROM INVESTING ACTIVITIES (B)	(51,948,878)	10,040,526
NET CASH FROM FINANCING ACTIVITIES (C)	(5,836,067)	620,703
NET CASH FROM FINANCING ACTIVITIES (C)	(5,836,067)	823,703
Net increase in cash & cash equivalent (A+B-C)	11,387,465	2,080,292
Opening balance of cash & cash equivalent	2,837,668	4,97,478
Closing balance of cash & cash equivalent	1,173,223	2,577,657

M/S. DHOOT INDUSTRIES LIMITED

BALANCE SHEET ABSTRACT AND A COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details:

Registration No. : 11 - 37772 State Code: 11
 Balance Sheet Date : 31.03.2011

II. Capital Raised during the year (Amount in Rs. Thousands).

Public Issue : NIL Right Issue : NIL
 Bonus Issue : NIL Private Placements : NIL

III. Position of Mobilization and Employment of Funds (Amount in Rs.):

Total Liability : 42,974,940/- Total Assets : 42,974,940/-

Sources of Funds
 Paid up Capital : 37,320,500/- Reserves & Surplus : 5,411,937
 Secured Loans : NIL Unsecured Loan : NIL
 Deferred Tax Liabilities : NIL

Application of Funds

Net Fixed Assets : 650/- Investments : 17,379,838/-

Net Current Assets : 25,594,452/- Misc. Exps. : NIL

IV. Performance of Company (Amount in Rs.)

Total Income : 2,346,153/- Total Expenditure: 1,760,870/-

Profit Before Tax : 585,283/- Profit After Tax: 250,497/-

Earning Per Share in Rs: 0.07 Dividend @ % : NIL

V. Generic Names of Three Principal Products / Services of Company (as per monetary terms.)

I. Item Code No. TTC Code 01:

For Dhoot Industries Ltd

Sd/-
 Directors

DHOOT INDUSTRIES LIMITED

REGD. OFFICE: Shop No. 4, Prathmesh Leela, Opp. Donbosco School,
 New Link Road, Borivali (W), Mumbai - 400 092.

ATTENDANCE SLIP

Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting hall.

I hereby record my presence at the 29th Annual General Meeting of the Company at Regd. Office of the Company on 29th September, 2011, at 11 a.m. at 4, Prathmesh Leela, Opp. Don Bosco School, New Link Road, Borivali (W), Mumbai - 400 092.

Name of the Shareholder

Signature

Roll No.

(Full name of Proxy)

Note: No Duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of Annual Report at the Meeting.

(TEAR HERE)

DHOOT INDUSTRIES LIMITED

REGD. OFFICE: Shop No. 4, Prathmesh Leela, Opp. Donbosco School,
 New Link Road, Borivali (W), Mumbai - 400 092.

PROXY FORM

I, the undersigned of being a shareholder/member of the above named Company hereby appoint
 calling him of in the district of
 holder of as my / our proxy to vote for me/us on my / our behalf at
 the ANNUAL GENERAL MEETING of the Company to be held at Regd. Office of the Company, on 29th September,
 at 11 a.m. and at any adjournment thereof.

Signed this day of 2011

By: Folio No.
 (C) of Shares

REVERSE
 STAMP

Note: This form in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company, not less than 48 hours before the meeting.