



NOTICE

NOTICE is hereby given that the Forty Seventh (47th) Annual General Meeting of the Members of Dhoot Industrial Finance Limited will be held on Thursday, 25th September 2025 at 02:30 P.M. through other audio-visual means to transact the following businesses :

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2025 and Profit and Loss Account for the year ended on that date and the Reports of the Director's and Auditor's thereon.
2. To declare Final Dividend of Rs. 1.50/- per Equity Share of the face value of Rs. 10/- each for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mrs. Vaidehi Rohit Dhoot (DIN: 07016795), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **Re-appointment of Mr. Rohit Rajgopal Dhoot (DIN: 00016856) as Managing Director of the Company.**

To consider and if thought fit, pass with or without modification(s), the following resolution as a **Special resolution**:

"RESOLVED THAT pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and Sections 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors, Mr. Rohit Rajgopal Dhoot (DIN: 00016856), whose term expires on 31st March, 2025, be and is hereby re-appointed as a Managing Director of the company for a period of 5 years with effect from 01st April, 2026 to 31st March, 2031 and on a remuneration and such other terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting;

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, wherein any financial year, during the currency of the tenure of Mr. Rohit Rajgopal Dhoot as the Managing Director, the company has no profit or its profits are inadequate it may pay him remuneration up to INR 72,00,000/- per annum plus perquisites not exceeding the limits specified under Schedule V of the Companies Act, 2013, subject to change from time to time as per the policies of the Board and the Nomination & Remuneration Committee. Notwithstanding that the annual aggregate remuneration payable to the Executive Directors, may exceed 2.5% of the net profit or INR 5 crores, whichever is higher, of the Company as calculated under section 198 of the Act in any financial year during the tenure of his appointment;

RESOLVED FURTHER THAT the gross remuneration to be paid to Mr. Rohit Rajgopal Dhoot be increased, augmented and/or enhanced, subject to the aforesaid provisions and applicable approvals upto 10% per annum or at such other percentage as may be approved by the Board;

RESOLVED FURTHER THAT where in any financial year during the tenure of Mr. Rohit Rajgopal Dhoot,

the Company has no profits or its profits are inadequate, the Company may pay the above remuneration to Mr. Rohit Rajgopal Dhoot, Managing Director of the Company as the minimum remuneration for a period not exceeding 3 (three) years or such other period as may be statutorily permitted subject to receipt of the requisite approvals, if any;

RESOLVED FURTHER THAT the Board of Directors and/or any Committee thereof be and is hereby authorized from time to time to amend, alter or otherwise vary the terms and conditions of the appointment of Mr. Rohit Rajgopal Dhoot, including remuneration, within the overall limits specified above or in the Act or other regulations as may be applicable to the Company;

RESOLVED FURTHER THAT approval of members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient to give effect to this Resolution."

5. Appointment of M/s. Shah Patel & Associates, as Secretarial Auditors of the Company.

To consider and if thought fit, to pass, the following resolution, as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 24A of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") as amended and as per Section 204 and other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and as per the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Shah Patel & Associates, Practicing Company Secretaries (Firm Registration No.: P2015MH046300), be and is hereby appointed as Secretarial Auditors of the Company, for a period of five (5) consecutive years, commencing from the Financial Year 2025-26 till Financial Year 2029-30, on such terms & conditions as provided in the explanatory statement, including remuneration as may be determined by the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise required, any committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution);

RESOLVED FURTHER THAT the Board and/or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution."

Registered Office:
504, Raheja Centre,
214, Nariman Point,
Mumbai – 400 021,
Maharashtra, India.

Place: Mumbai
Date: 23/05/2025

By Order of the Board
For **DHOOT INDUSTRIAL FINANCE LIMITED**

Sd/-

Sneha Shah
Company Secretary
Membership No.-28734

**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular nos. 14/2020 dated 08th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 05th May, 2020; and subsequent circulars issued in this regard, including latest circular no. 09/2024 dated 19th September, 2024, read with the Securities and Exchange Board of India ("SEBI") Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and other relevant circulars including circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05th January, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October, 2024 (hereinafter collectively referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("the Act") and the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations"), permitted the holding of the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue.
2. In compliance with the provisions of the Act read with the Circulars, the 47th Annual General Meeting of the Company ("AGM/the Meeting") is being held through VC/OAVM only. Further, in accordance with the Secretarial Standard-2 ("SS-2") on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Guidance/Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company, which shall be the deemed venue of the AGM.
3. The relevant details, pursuant to 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/re-appointment at this AGM is annexed.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to isha@spassociates.co with a copy marked to evoting@nsdl.co.in.
6. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents for assistance in this regard.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with MUFG Intime India Private Limited in case the shares are held by them in physical form.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power

of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to MUFG Intime India Private Limited in case the shares are held by them in physical form.

9. As per the provisions of Section 72 of the Companies Act, 2013, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to MUFG Intime India Private Limited in case the shares are held in physical form.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MUFG Intime India Private Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
12. Shareholders are requested to forward their queries on the annual report for the financial year ended March 31, 2025 to the Company on cosecdifi@gmail.com at least 10 days in advance, to enable us to keep the required information available at the Meeting.
13. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.dhootfinance.com, websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of NSDL <https://www.evoting.nsdl.com>.
14. The Final Dividend of Rs. 1.50/- per equity share as recommended by the Board of Directors for the Financial Year 2024-2025, if declared by the Members of the Company at this AGM, will be paid on or before 24/10/2025.
15. September 18, 2025 is fixed as the Record Date for determining the eligibility of Members entitled for the payment of final dividend for the Financial Year 2024-2025 if declared.
16. Pursuant to the Income-tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of Members and the Company is required to deduct tax at source from dividend paid to Members at the prescribed rates.
17. In order to enable the Company to directly credit the dividend amount in the bank accounts: a. Members holding shares in demat account are requested to update their Bank Account details with their respective Depository Participants ('DPs'). b. Members holding shares in physical form are requested to submit a covering letter, duly signed relevant ISR forms available at the web-link at <https://web.in.mpms.mufg.com/KYC-downloads.html> along with documents mentioned therein, to MUFG Intime India Private Limited, C101, 247 Park, L.B.S. Marg, Vikhroli (West) Mumbai - 400 083, Maharashtra, India. Members holding shares in physical form may note that if their bank account and other requisite details are not updated with MUFG Intime India Private Limited by their folios shall be frozen and dealt with in accordance with SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 which is available on the Company's website at <https://www.dhootfinance.com>.



18. Members are requested to note that pursuant to Section 125(2)(c) of the Companies Act, 2013, dividend remaining unclaimed / unpaid for a period of 7 years from the date it becomes due for payment shall be credited to the Investor Education and Protection Fund ('IEPF') set up by the Central Government.
19. Pursuant to Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for 7 consecutive years or more shall be transferred by the Company to IEPF. The Company has written to the concerned Members intimating them particulars of their equity shares due for transfer. These details are also available on the Company's website at <https://www.dhootfinance.com>. Upon transfer, the Members will be able to claim these equity shares only from the IEPF Authority by making an online application in Web Form IEPF-5, the details of which are available on IEPF Authority's website www.iepf.gov.in.
20. As per SEBI Circular dated January 25, 2022, Letter of Confirmation (LOC) has to be issued to Members for various Investors Service Requests in case of physical holdings. The LOC will be valid for 120 days from the date of its issue, within which the Member shall make a request to his/her DPs for dematerializing the underlying securities. In case the Member fails to submit the LOC within the aforesaid period, the shares shall be transferred to the Suspense Escrow Demat Account of the Company. The methodology for claiming these shares back from the Suspense Escrow Demat Account shall be in accordance with SEBI guidelines dated December 30, 2022.
21. Members seeking to inspect the Registers required to be maintained under the Act and all documents referred to in the Notice and Explanatory Statement can send an email to cosecdifl@gmail.com.
22. Members who have not registered their e-mail addresses so far, are requested to register the same with MUFG Intime India Private Limited in case of physical holding and with the Depository through their DPs in respect of electronic holding.
23. Attention of the Members holding shares in physical form is drawn to SEBI circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 which mandates furnishing self-attested copy of Permanent Account Number (PAN), postal address, mobile number, bank account details, specimen signature and nomination/declaration to opt-out from nomination by submitting the specified forms to the Company/ MUFG Intime India Private Limited. The said Circular is available on Company's website at www.dhootfinance.com along with relevant documents. The folios wherein any one of the cited document / details are not available on or after October 1, 2023, shall be frozen by the RTA (i.e. MUFG Intime India Private Limited) and dealt with in the manner specified in the Circular.
24. Members holding shares in physical form are requested to consider dematerializing their holding as share transfers cannot be effected in physical form with effect from April 1, 2019 pursuant to SEBI norms. Further, other service requests like, (i) issue of duplicate securities certificate; (ii) claim from unclaimed suspense account; (iii) renewal/exchange of securities certificate; (iv) endorsement; (v) sub-division / splitting of securities certificate; (vi) consolidation of securities certificates/ folios; (vii) transmission and viii) transposition, will also be processed in electronic form only as per SEBI circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022. Details with respect to the same are available on the website of the Company at <https://www.dhootfinance.com/>.
25. All Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details/update, e-mail ID/mandates/nominations/ power of attorney/change of name/ change of address/ contact numbers etc. to their DPs with whom they are maintaining their demat accounts. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and MUFG Intime India Private Limited to provide efficient and better services.

Members holding shares in physical form are requested to advise such changes to MUFG Intime India Private Limited.

26. SEBI has mandated the submission of copy of Permanent Account Number (PAN) card by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the copy of PAN card to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to MUFG Intime India Private Limited.
27. In compliance with MCA Circulars and SEBI Circular dated January 5, 2023, the Notice of the AGM along with the Annual Report for FY 2024-25 is being sent by electronic mode only to those Members whose e-mail addresses are registered with MUFG Intime India Private Limited /DPs, unless any Member has requested for a physical copy of the same. Members may note that the Notice and Annual Report will also be available on the Company's website at <https://www.dhootfinance.com/resource/Financials/GeneralMeeting.aspx>, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and on www.evoting.nsdl.com.
28. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
29. Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 in respect of the business under item no. 4 and 5 above is annexed hereto. The relevant details of the special resolution are annexed.
30. Instructions for e-voting and joining the AGM are as follows:

VOTING THROUGH ELECTRONIC MEANS

- i. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
- ii. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- iii. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- iv. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



- v. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
- vi. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://dhootfinance.com>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- vii. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Monday, 22nd September, 2025 at 10:00 A.M. and ends on Wednesday, 24th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.



	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
 8. Now, you will have to click on "Login" button.
 9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to isha@spassociates.co with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre (Senior Manager) at evoting@nsdl.com



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cosecdifl@gmail.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cosecdifl@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cosedifl@gmail.com The same will be replied by the company suitably.

Other Instructions

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.dhootfinance.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

Registered Office:
504, Raheja Centre,
214, Nariman Point,
Mumbai – 400 021,
Maharashtra, India.

Place: Mumbai
Date: 23/05/2025

By Order of the Board
For **DHOOT INDUSTRIAL FINANCE LIMITED**

Sd/-

Sneha Shah
Company Secretary
Membership No.-28734


EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013
Item no. 4

Based on the recommendation of Nomination and Remuneration Committee and the Board, the members at its 42nd Annual General Meeting ('AGM') held on Wednesday, 30th September, 2020 approved the re-appointment of and at its 45th Annual General Meeting ('AGM') held on Tuesday, 26th September, 2023 approved the revision of remuneration payable to Mr. Rohit Rajgopal Dhoot as Managing Director of the Company. The members had approved his remuneration up to INR 60,00,000/- per annum plus perquisites not exceeding the limits specified under Schedule V of the Companies Act, 2013, subject to change from time to time as per the policies of the Board and the Nomination & Remuneration Committee. The Board proposes re-appointment of Mr. Rohit Dhoot based on the recommendation of Nomination and Remuneration Committee and Industry Standards at a remuneration of INR 72,00,000/- per annum plus perquisites not exceeding the limits specified under Schedule V of the Companies Act, 2013 and further proposes the gross remuneration to be paid to Mr. Rohit Rajgopal Dhoot be increased, augmented and/or enhanced upto 10% per annum or at such other percentage as may be approved by the Board.

In accordance with the provisions of Sections 197 & other applicable provisions of the Act, read with Schedule V of the said Act, the proposed re-appointment Mr. Rohit Rajgopal Dhoot (DIN: 00016856), Managing Director require approval of members by way of Special Resolution.

Further, In terms of Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 09, 2018 ('Amended Listing Regulations'), the remuneration payable to Executive Directors who are promoters or members of promoter group, shall be subject to the approval of the shareholders by Special Resolution, where the annual aggregate remuneration payable to the Executive Directors, may exceed 2.5% of the net profit or 5 crores, whichever is higher. Considering the said limits the Board recommends Special Resolution for paying remuneration exceeding the prescribed limits in any year during the tenure of his appointment, for the approval of the shareholders of the Company.

i.	Salary	INR 6,00,000/- per month
ii.	Perquisites	Perquisites shall be allowed in addition to salary. Perquisites shall be restricted to an amount equal to the annual salary.
iii.	Commission	The Managing Director shall also be entitled to a variable commission related to the net profit of the Company, subject to the condition that the aggregate of the salary, perquisites, and commission shall be the amount maximum permitted under Section 197 and Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof).
iv.	House	The Company shall provide free furnished accommodation and also pay all rents, rates, taxes, electricity, fuel charges, water charges and all other expenses for the upkeep and maintenance thereof.
v.	Medical Reimbursement	Reimbursement of expenses incurred by the for self and his family.

vi.	Insurance	The Company will take an appropriate Directors' and Officers' Liability Insurance Policy and pay the premiums for the same. It is intended to maintain such insurance cover for the entire period of re-appointment, subject to the terms of such policy in force from time to time.
vii.	Earned Leave	On full pay and allowances as per the rules of the Company but not exceeding one month's leave for every eleven months of service. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.
viii.	Leave Travel Concession	For the Managing Director and his family once in a year in accordance with the rules of the Company.
ix.	Entertainment, Traveling	Reimbursement of entertainment, travelling and all other expenses incurred for the business of the Company. and Other Expenses
x.	Club Fees	Subject to a maximum of two clubs no admission and life membership fees will be paid.
xi.	Car & Telephone	The Company shall provide a car with driver and telephone at the residence of the Managing Director. Provision of car for use on the Company's business and telephone will not be considered as perquisites. Personal long-distance calls and use of car for private purposes shall, however, be paid for by the Managing Director.
xii.	Minimum Remuneration	In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall remunerate the Managing Director by way of salary, perquisites, allowances and commission as specified above, exceeding the limits as stipulated in Schedule V of the Act (including any statutory modification or re-enactment thereof, for the time being in force) pursuant to the provisions of Schedule V of the Act.
xiii.	Period of Appointment	The term of appointment will be effective for a period of five years beginning from 01 st April, 2026 and concluding on 31 st March, 2031.
xiv.	Corporate Credit Card	For use both in India and Abroad for business purposes
xv.	Gratuity and Contribution to Provident Fund	Contribution to provident Fund and Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these, either singly or put together, are not taxable under the Income Tax Act 1961. Gratuity payable shall not exceed half a month's salary for each completed year of service.
xvi.	Other Terms and Conditions	Subject to provisions of Section 197 of the Act, (including any statutory modification or re-enactment thereof, for the time being in force) the Board of Directors of the Company may alter / vary the terms and conditions of the said appointment from time to time, at its discretion. Such alteration or variation, in terms however, shall be in compliance with the applicable provisions of the Act.



Other terms and conditions:

1. In the event of the loss or inadequacy of profits during the aforesaid periods, the company shall pay remuneration to the Managing Director by way of salary and other allowances not exceeding the ceiling limit of INR 72,00,000/- per annum or INR 6,00,000/- per month and in addition thereto the perquisites not exceeding the limits specified under section Schedule V of the Companies Act, 2013.
2. The Managing Director shall be entitled to:
 - a. The reimbursement of entertainment expenses actually and properly incurred by him.
 - b. The reimbursement of travelling, hotel and other expenses incurred by him in India and abroad exclusively for the business of the company in accordance with the rules and regulations of the company in force from time to time or as approved by the Board of Directors.
3. As long as Mr. Rohit Rajgopal Dhoot functions as Managing Director, he shall not be paid any sitting fee for attending the meeting of the Board of Directors or Committee thereof.
4. As long as Mr. Rohit Rajgopal Dhoot functions as Managing Director, he shall not become interested or concerned directly or through his wife and/ or minor children in any selling agency of the company in future except with the consent of the company as per the provisions of the law in force as applicable to the company.
5. If the Managing Director shall at any time be prevented by ill health or accident or any physical or mental disability from performing his duties hereunder, he shall inform the company and supply it with details as it may reasonable require and if he shall be unable by reason of ill health or accident or disability for a period of 180 days in any period of twelve consecutive calendar months to perform his duties hereunder, the company may forthwith terminate his employment hereunder.
6. The Company shall be entitled to forthwith terminate the agreement if the Managing Director becomes insolvent or makes any composition or arrangement with his creditors or he ceases to be a Director of the Company.
7. In case of death of the Managing Director in the course of his employment with the company, the Company shall pay to his legal representatives the salary and other emoluments payable hereunder for the then current month together with any such further sum as the Board in its sole and uncontrolled discretion may determine.
8. Notwithstanding anything to the contrary contained above, either party shall be entitled to terminate the employment, at any time by giving to the other party 180 days notice in writing on that behalf without the necessity of showing any cause and on the expiry of the period of such notice the Managing Director shall cease to be the Managing Director of the Company provided that the aforesaid notice may be waived mutually.
9. The terms and conditions of the said appointment may be altered and varied from time to time by the Board and the Nomination & Remuneration Committee, as it may, in its discretion deem fit so as to exceed the limits specified in Schedule V of the Companies Act, 2013, or any amendment or relaxation made hereafter in that regard.

Mr. Rohit Rajgopal Dhoot, satisfies all the conditions as set out in Part I of Schedule V referred to in Section 196 of the Companies Act, 2013 for being eligible to be re-appointed as Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

Except Mr. Rohit Rajgopal Dhoot being an appointee, Chairman of the Company – Mr. Rajgopal Dhoot and Director of the Company – Mrs. Vaidehi Rohit Dhoot, President of the Company – Mr. Rohan Rohit Dhoot and Mr. Rishikesh Rohit Dhoot being their relatives, none of the Directors or Key Managerial Personnel of the Company is concerned or interested, financially or otherwise, in this resolution.

The relatives of Mr. Rohit Rajgopal Dhoot may be deemed to be interested in this resolution to the extent of their shareholding interest, if any, in the Company.

The Directors are of the opinion that Mr. Rohit Rajgopal Dhoot's knowledge and experience will be of immense value to the Company. The Board, therefore, recommends approval of the above special resolution.

Therefore, it is proposed to seek the approval of the Members of the Company for the revision of terms of remuneration payable to Mr. Rohit Rajgopal Dhoot, in terms of the applicable provisions of the Act and rules framed there under.

The Explanatory Statement may be considered as a written Memorandum setting out terms, conditions and limits of remuneration of Mr. Rohit Rajgopal Dhoot in terms of Section 197 of the Act.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Statement containing additional information as required in Schedule V of the Companies Act, 2013 – Mr. Rohit Rajgopal Dhoot (Item No. 4 of Notice)

1. General Information:

1.	Nature of industry	The Company is engaged in the business of trading in chemicals, nickel and copper.
2.	Date or expected date of commencement of commercial production	Existing Company in operation since 1999.
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	In the Financial Year 2024-25 the Company made a turnover of INR 1,126.16 Lakhs and Profit of INR 2,430.93 Lakhs after tax.
5.	Foreign Investments or collaborations, if any	Not Applicable

**2. Information about the appointee:**

1. Background details	Mr. Rohit Rajgopal Dhoot joined the board on 22 nd June, 1988. By qualification, he is a Chartered accountant and has been associated with the Company since 1988.
2. Past remuneration	INR 61,72,260/- per annum
3. Recognition or awards	Nil
4. Job profile and his suitability	Mr. Rohit Dhoot is entrusted with substantial powers of the management and is responsible for the general conduct and management of the business and affairs of the Company, subject to the superintendence, control and supervision of the Board of Directors of the Company. He has extensive experience in strategy and initiatives that have global and cross business impact which includes sustainability, diversity, business policies, sales and customer development, marketing, corporate governance, brand equity and talent development. Over his long tenure he had actively led the stellar growth story of the Company which saw the Company attain new heights of market share and profitability.
5. Remuneration proposed	As stated in the Explanatory Statement at Item No. 4 of this Notice.
6. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration of Mr. Rohit Dhoot is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its business.
7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Mr. Rohit Dhoot is a Promoter Director and son of Chairman Mr. Rajgopal Dhoot, husband of Director Mrs. Vaidehi Dhoot and Father of President Mr. Rohan Dhoot of the Company.

3. Other Information:

1. Reasons of loss or inadequate profits	During the Financial Year ended March 31, 2025, the profits of the Company may not be adequate due to increased in expenses and reduction in revenue from operations and other income, therefore the remuneration payable to the Managing Director would exceed the limits prescribed. Hence this proposal under applicable provisions of Schedule V.
2. Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce expenses in line with the projected sales.
3. Expected increase in productivity and profits in measurable terms	During 2025-26, Q2 results are expected to show progressive recovery of demand and underlying business results.

Disclosure under Schedule V to the Companies Act, 2013 and Regulation 36(3) of the Listing Regulations, 2015 as mentioned below:

Particulars of the Directors seeking appointment / re-appointment at the 47th AGM pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting:

Sr. No.	Particulars		
1.	Name of the Director	Mr. Rohit Rajgopal Dhoot	Mrs. Vaidehi Rohit Dhoot
2.	DIN	00016856	07016795
3.	Designation	Managing Director	Director
4.	Date of Birth	29/09/1968	09/01/1971
5.	Age	56 years	54 years
6.	Nationality	Indian	Indian
7.	Date of first appointment on the Board	22/06/1998	14/11/2014
8.	Date of re- appointment by the Members	27/09/2024	27/09/2022
9.	Qualifications	Mr. Rohit Rajgopal Dhoot aged 56 years joined the Board on 22 nd June, 1988. By qualification, he is a Chartered Accountant and has been associated with the Company since 1988.	Mrs. Vaidehi Rohit Dhoot, aged 54 years joined the Board on 14 th November, 2014. By qualification, she is H. S. and has been associated with the company since 2014.
10.	Expertise in specific functional area/s	Industrialist and Businessman	Business Woman
11.	Names of Companies in which the person also holds the directorship.	<ol style="list-style-type: none"> 1. Dhoot Instruments Private Limited 2. Aakarshak Synthetics Limited 3. Rutgers Investment and Trading Company Private Limited 4. Naman Finance and Investment Private Limited 5. Benhur Investment Company Private Limited 6. Pick-Me Quick Holdings Private Limited 7. Young Buzz India Limited 8. Shrotra Enterprises Private Limited 	<ol style="list-style-type: none"> 1. Dhoot Instruments Private Limited



		9. Hindustan Oil Exploration Company Limited. 10. The Indian Hume Pipe Company Limited. 11. Technocraft Industries (India) Limited 12. Suttlej Textiles and Industries Limited.	
12.	Companies from which he/she has resigned in the past three years.	Nil	Nil
13.	Names of Other Companies in which the person holds the Membership/ Chairmanship of Committees of the Board.	1. Technocraft Industries (India) Limited: Member: <ul style="list-style-type: none"> Audit Committee Nomination and remuneration committee 2. The Indian Hume Pipe Company Limited: Member: <ul style="list-style-type: none"> Audit Committee 3. Suttlej Textiles and Industries Limited: Chairman: <ul style="list-style-type: none"> Audit Committee Member: <ul style="list-style-type: none"> Risk Management Committee 4. Hindustan Oil Exploration Company Limited: Member: <ul style="list-style-type: none"> Audit Committee Stakeholders Relationship Committee 	Nil
12.	Companies from which	Nil	Nil
14.	Disclosure of Shareholding of non-executive directors	Holds 10,92,802 Shares i.e. 17.30%	Holds 1,39,300 shares (2.205%)
15.	Disclosure of relationship inter-se	Mr. Rohit Dhoot is the son of Mr. Rajgopal Dhoot (Chairman), husband of Mrs. Vaidehi Dhoot (Director) and father of Mr. Rohan Dhoot (President).	Mrs. Vaidehi Dhoot is the Wife of Mr. Rohit Dhoot (Managing Director), Daughter-in-law of Mr. Rajgopal Dhoot (Chairman) and mother of Mr. Rohan Dhoot (President).

16.	Number of Board Meetings attended during the Financial Year	5	5
17.	Remuneration Last drawn	Rs. 61,72,260/-	NA
18.	Terms and conditions of appointment	As per Resolution No. 4 of Notice and Explanatory Statement of 47 th Annual General Meeting.	NA

Item No. 5

The Securities and Exchange Board of India ("SEBI") vide a notification dated 12th December, 2024, has issued the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 amending the SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 ("Listing Regulations"). As per the aforesaid amendment every listed company shall on the basis of recommendation of board of directors, appoint a secretarial audit firm as secretarial auditor for not more than two terms of five (5) consecutive years, subject to the approval of its members in its Annual General Meeting. Accordingly, the Board of Directors of the Company ("the Board") at their meeting held on 23rd May, 2025, considering the experience and expertise and on the recommendation of the Audit Committee, has recommended for the approval of the Members of the Company, appointment of M/s. Shah Patel & Associates, Practicing Company Secretaries, as the Secretarial Auditor of the Company, for a period of five (5) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30.

Credentials of the Secretarial Auditor:

M/s. Shah Patel & Associates (Firm Registration No.: P2015MH046300), a secretarial audit firm registered with The Institute of Company Secretaries of India (ICSI), and holding a Peer Review Certificate (PRC No.: 1062/2021) is a firm of repute. The firm, has immense experience and specialize in dealing with matters relating to rendering professional services in area of corporate laws, secretarial matters, securities laws, corporate governance matters, corporate restructuring, mergers and amalgamation, legal due diligence, corporate disputes and NCLT matters, SME listing and all types of company law related compliances.

M/s. Shah Patel & Associates, has been the Secretarial Auditors of the Company from the Financial Year 2024-25 and as part of their secretarial audit they have demonstrated their expertise and proficiency in handling secretarial audits of the Company.

M/s. Shah Patel & Associates, have given their consent to act as the Secretarial Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 204 of the Companies Act, 2013 read with Rules made thereunder ("the Act") and the Listing Regulations. They have further confirmed that they are not disqualified to be appointed as secretarial auditors in term of provisions of the Act, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the Listing Regulations read with SEBI Circular dated 31st December, 2024. Also, confirmed that they hold a valid certificate of peer review issued by the ICSI.

Terms and conditions of appointment
(a) Term

Five (5) consecutive years commencing from 01st April, 2025 upto 31st March, 2030.

(b) Remuneration

INR 1,00,000/- (Rupees One Lakh Only) per annum plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Years 2025-26. The fee for the subsequent year(s) of their term shall be fixed by the Board based on the recommendation of the



Audit Committee. The proposed fee is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial auditor. The payment for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee and shall be determined by the Audit Committee and/or the Board.

(c) Basis of recommendations

The Board and the Audit Committee considered various parameters such as the firm's capability to serve a diverse and complex business landscape like that of the Company, market standing, clientele served, technical knowledge, and the independent assessment and expertise of the partners in providing secretarial audit related services. The competency of the staff and the Company's prior experience based on an evaluation of the quality of audit work carried out by the firm in the past also played a vital role in the recommendation. Based on these considerations, the Board found M/s. Shah Patel & Associates to be well suited to handle the scale and diversity associated with the Company.

The Board, recommends passing of this Ordinary Resolutions as set out at Item No. 5 of this Notice, for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise, either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 5 of the Notice.

Registered Office:

504, Raheja Centre,
214, Nariman Point,
Mumbai – 400 021,
Maharashtra, India.

Place: Mumbai

Date: 23/05/2025

By Order of the Board
For **DHOOT INDUSTRIAL FINANCE LIMITED**

Sd/-

Sneha Shah
Company Secretary
Membership No.-28734