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**PACHELI INDUSTRIAL FINANCE LIMITED****36<sup>th</sup> ANNUAL REPORT 2020-2021****BOARD OF DIRECTORS:**

Mr. Padamchand Bhanvarlal Dhoot	:	Managing Director & Chief Executive Officer (DIN: 08274289) (Resigned on 28/04/2021 and 06/05/2021 respectively)
Mrs. Pushpadevi Padamchand Dhoot	:	Promoter Director (DIN: 00118140) (Resigned on 12/05/2021)
Mr. Ramesh Khetan	:	Independent Non-Executive Director (DIN: 03315837) (Resigned on 28/06/2021)
Mr. Shahul Hameed Adam Bawa	:	Additional Director (DIN:08274289)
Ms. Lavanya Keerthipati	:	Additional Director (DIN: 08023130)
Mr. Mohamed Yusub	:	Additional Director (DIN: 07273435) (W.E.F. 28/04/2021)
Ms. Ansar Basha Faisun Nisha	:	Additional Director (Independent Non Executive) (DIN:08076700) (W.E.F. 28/06/2021)
Dr. U Nainer Rawthar	:	Chief Executive Officer (W.E.F. 06/05/2021)
Mr. Pankaj Padamchand Dhoot	:	Chief Financial Officer (Resigned on 12/05/2021)
Mr. Magimai Anand	:	Chief Financial Officer (W.E.F. 14/05/2021)
Ms. Alpi Jain	:	Company Secretary (Resigned on 19/04/2021)

**STATUTORY AUDITORS:**

M/s V.S. Shah and Associates  
Chartered Accountants,  
Mumbai

**SECRETARIAL AUDITORS:**

Jain Alok and Associates  
Practicing Company Secretaries  
New Delhi

**BANKERS:**

Axis Bank Limited  
Rameshwar Co-op Bank Ltd.

**REGISTRARS & SHARE TRANSFER AGENTS:**

Skyline Financial Services Pvt. Ltd,  
D - 153A, 1st Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020  
Tel: 011-40450193-97 & 011-26812682-83  
Email: admin@skylinerta.com  
Website: [www.skylinerta.com](http://www.skylinerta.com)

**REGISTERED OFFICE:**

C-001, Prathamesh Horizon, New Link Road, Borivali (West),  
Mumbai – 400092, Maharashtra, India.  
CIN:L74110MH1985PLC037772  
Tel.: 022-28684836  
E-Mail: pacheliumar@gmail.com  
Website: [www.pacheliindustrialfinance.com](http://www.pacheliindustrialfinance.com)

**SHARES LISTED AT:**

The BSE Limited

**36<sup>TH</sup> ANNUAL GENERAL MEETING:**

**Date:** September 30, 2021

**Day:** Thursday

**Time:** 01:00 P.M

**Venue:** Through VC/OAVM

### NOTICE OF 36<sup>TH</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the 36<sup>th</sup> (Thirty Sixth) Annual General Meeting of the Members of **Pacheli Industrial Finance Limited** (CIN:-L74110MH1985PLC037772) will be held on Thursday, 30<sup>th</sup> September, 2021 at 1:00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:-

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2021 together with report of Board of directors and Auditor thereon.
2. Appointment of Mr. Narayanaswamy Subramanian, Chartered Accountant (Membership No. 021628) as Statutory Auditor of the Company to fill casual vacancy

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

**"RESOLVED THAT** pursuant to the provisions of Section 139(8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any (including any statutory modification or amendment thereto or reenactment thereof for the time being in force) and upon recommendation of the Audit Committee and Board of Directors, Mr. Narayanaswamy Subramanian, Chartered Accountant (Membership No. 021628), be and is hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/S. V S Shah And Associates Chartered Accountants (FRN: 143857W).

**RESOLVED FURTHER THAT** Mr. Narayanaswamy Subramanian, Chartered Accountant, be and is hereby appointed as Statutory Auditor of the Company to hold office for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of 41<sup>st</sup> Annual General Meeting of the Company to be held in the year 2026 on such remuneration as may be fixed by the Board of Directors in consultation with them."

#### **SPECIAL BUSINESS**

##### **3. Regularization of Mr. Shahul Hameed Adam Bawa**

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

**"RESOLVED THAT** Mr. Shahul Hameed Adam Bawa(DIN: 08274289), who was appointed as an Additional Director with effect from 22<sup>nd</sup> January, 2021, on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner proposing his candidature for the office of director of the Company, be and is hereby appointed as Director of the Company."

##### **4. Regularization of Ms. Lavanya Keerthipati**

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

**"RESOLVED THAT** Ms. Lavanya Keerthipati (DIN: 08023130), who was appointed as an Additional Director with effect from 22<sup>nd</sup> January, 2021, on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner proposing her candidature for the office of director of the Company, be and is hereby appointed as Director of the Company."

**5. Regularization of Mohamed Yusub**

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

**“RESOLVED THAT** Mr. Mohamed Yusub (DIN: 07273435), who was appointed as an Additional Director with effect from 28<sup>th</sup> April, 2021, on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice in writing pursuant to Section 160 of the Companies Act, 2013 has been received in the prescribed manner proposing his candidature for the office of director of the Company, be and is hereby appointed as Director of the Company.”

**6. Appointment of Ms. Ansar Basha Faisun Nisha as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the Rules made thereunder, read with Schedule IV of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment or re-enactment thereof for the time being in force and as may be enacted from time to time), Ms. Ansar Basha Faisun Nisha (DIN:09199541) who was appointed as an Additional Director (Non-Executive & Independent) by the Board of Directors at its meeting held on 28<sup>th</sup> June, 2021 to hold the office till the date of this Annual General and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years w.e.f June 28, 2021, not liable to retire by rotation.”

**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this resolution, including necessary documentations such as issuance of appointment letter detailing the terms & conditions, duties & responsibilities be issued by the Board of Directors (including a duly constituted Committee), filing of necessary returns/forms to the appropriate authorities.”

**For and on behalf of the Board of  
Pacheli Industrial Finance Limited**

**Place: Chennai  
Date: 07-09-2021**

**Sd/-  
Lavanya Keerthipati  
(Additional Director)  
DIN: 08023130**

**NOTES:**

1. **In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing 36<sup>th</sup>AGM of the Company through VC/OAVM.**
2. 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) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by CDSL.
3. 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 authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. 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. The facility of participation at the AGM through VC/OAVM will be made available for 250 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. 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.
6. 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 [www.pacheliindustrialfinance.com](http://www.pacheliindustrialfinance.com). The Notice can also be accessed from the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021.
8. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed ordinary/ special resolutions for the items is annexed hereto.
9. Members desirous of getting any information about the Annual accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.

10. The Notice of the AGM along with the Annual Report 2020-21 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.
11. **Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.**
12. Pursuant to Section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Friday, 24<sup>th</sup> September, 2021 to Thursday, 30<sup>th</sup> September, 2021 (both days inclusive) for the purpose of Annual General Meeting and will be available for inspection at the venue of Annual General Meeting till the conclusion of the meeting.
13. The ISIN of the Equity Shares of Rs.10/- each is INE926B01016.
14. Members holding shares in physical form are requested to advise any change of name, address, e-mail address etc. immediately to the Company/ Registrar and Transfer Agents, Skyline Financial Services Pvt. Ltd, D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020.
15. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to Skyline Financial Services Pvt. Ltd. A certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting 48 hours before the date of AGM.
16. Notice of the 36<sup>th</sup> Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting is being sent to all the members whose e-mail IDs are registered with the Company/ Depository Participants(s) for communication purposes through electronic mode.
17. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company's Registered Office at C-001, Prathamesh Horizon, New Link Road, Borivali (W) Mumbai-400092 on all working days of the Company, between 10.00 a.m. and 1.00p.m. upto the date of the Annual General Meeting.
18. Route map giving directions to the venue is not annexed to this Notice as meeting will be held through VC/OAVM due to COVID 19 Crisis.

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

- 1) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the Virtual platform developed by the RTA i.e. Skyline Financial Services Pvt. Ltd. Link along with details will be provided to Eligible shareholders. Shareholders may access the voting during the AGM by clicking the link provided in virtual platform i.e <https://www.evotingindia.com>. Shareholders/members may login by using the remote e -voting credentials. The link for VC/OAVM will be available to eligible shareholder/members at their registered E Mail IDs. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM.
- 2) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 3) Further shareholders 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/ask questions during the AGM may register themselves as an attendee by sending their request in advance atleast 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at [pacheliumar@gmail.com](mailto:pacheliumar@gmail.com).
- 6) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, PAN, mobile number at [pacheliumar@gmail.com](mailto:pacheliumar@gmail.com). These queries will be replied to by the company suitably by email.
- 7) Those shareholders who have registered themselves as an attendee will be allowed to express their views/ask questions during the meeting. The member who have not registered themselves as an attendee but have queries during the AGM can use the chat box/ send query button and ask the question.

In case you have any queries or issues regarding attending Annual General Meeting through VC/OAVM write an email to: [subhashdhingreja@skylinerta.com](mailto:subhashdhingreja@skylinerta.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

**Item No. 2: Appointment of Mr. Narayanaswamy Subramanian (Membership No. 021628) as Statutory Auditor of the Company to fill casual vacancy**

M/s. V S Shah and Associates, Chartered Accountants (Firm Registration No. 143857W) has resigned as the Statutory Auditor of the Company w.e.f. 6<sup>th</sup> September, 2021. As per the requirements of the Act and based on the recommendations of the Audit Committee, the Board of Directors of the Company has in its meeting held on September 7, 2021 proposed to appoint Mr. Narayanaswamy Subramanian, Chartered Accountant (Membership No. 021628), as Statutory Auditor of the Company for a period of five years from the conclusion of this AGM till the conclusion of the 41<sup>st</sup> AGM to be held in the year 2026.

Mr. Narayanaswamy Subramanian, Chartered Accountant (Membership No. 021628) have conveyed his consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, his appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

The terms and conditions of appointment of Mr. Narayanaswamy Subramanian, including his remuneration, shall be as may be determined and recommended by the Audit Committee in consultation with the Statutory Auditors and approved by the Board of Directors of the Company. The remuneration payable to the Statutory Auditor will depend on the scope of work and commensurate efforts involved and be in line with the terms and conditions of the resigning Statutory Auditors.

None of the Directors or the Key Managerial Personnel of the Company and their relatives are in any way financially or otherwise concerned or interested in the passing of this Ordinary Resolution as set out in this Notice.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for your approval.

**Item No. 3: Regularization of Mr. Shahul Hameed Adam Bawa**

The Board of Directors of the Company appointed Mr. Shahul Hameed Adam Bawa as an Additional Director of the Company w.e.f. January 22, 2021. In terms of the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Shahul Hameed Adam Bawa would hold office up to the date of the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Shahul Hameed Adam Bawa, being eligible, offers himself for appointment, and is propose to be appointed as a Director who shall be liable to retire by rotation.

The Company has received a notice from a member of the Company along with requisite fee under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Shahul Hameed Adam Bawa for the office of Director of the Company. Mr. Shahul Hameed Adam Bawa is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

**Except Mr. Shahul Hameed Adam Bawa, himself and Mr. Mohamed Yusub and Dr. U Nainer Rawthar, relatives of Director, none of other Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 3.**

The Board of directors therefore, recommends the resolution for appointment of Mr. Shahul Hameed Adam Bawa as a Director of the Company for approval of the members by passing the Ordinary resolution.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Brief Resume of Mr. Shahul Hameed Adam Bawa is as under:

<b>Name:</b>	Shahul Hameed Adam Bawa
<b>Age</b>	37 years
<b>Qualification</b>	He holds Bachelor's degree of Arts in Tamil.
<b>Expertise in specific functional areas:</b>	Hospitality and hotel industry
<b>Disclosure of relationships between directors inter-se</b>	Mr. Shahul Hameed Adam Bawa is a relative of Mr. Mohamed Yusub, Additional Director of the Company
<b>Directorship held in other public companies (excluding Foreign Companies and Section 8 Companies)</b>	He holds directorship in following Public Companies: 1. Alegria Holidays and Hospitality Limited 2. Alegria Holidays and Club Limited
<b>Membership / Chairmanship of Committee of other Public Companies (includes only Audit and Stakeholder Relationship Committee)</b>	Nil
<b>Shareholding in the Company</b>	0.86%

#### **Item No. 4: Regularization of Ms. Lavanya Keerthipati**

The Board of Directors of the Company appointed Ms. Lavanya Keerthipati as an Additional Director of the Company w.e.f. January 22, 2021. In terms of the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Ms. Lavanya Keerthipati would hold office up to the date of the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Lavanya Keerthipati, being eligible, offers herself for appointment, and is propose to be appointed as a Director who shall be liable to retire by rotation.

The Company has received a notice from a member of the Company along with requisite fee under section 160 of the Companies Act, 2013 proposing the candidature of Ms. Lavanya Keerthipati for the office of Director of the Company. Ms. Lavanya Keerthipati is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

**Except Ms. Lavanya Keerthipati Additional Director of the Company, none of the other Directors and Key Managerial personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 4.**

The Board of directors therefore, recommends the resolution for appointment of Ms. Lavanya Keerthipati as a Director of the Company for approval of the members by passing the Ordinary resolution.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief Resume of Ms. Lavanya Keerthipati is as under:

<b>Name:</b>	Lavanya Keerthipati
<b>Age</b>	34 years
<b>Qualification</b>	She holds Bachelor's degree of Arts in Hotel Management.
<b>Expertise in specific functional areas:</b>	Hospitality and hotel industry

<b>Disclosure of relationships between directors inter-se</b>	Mrs. Lavanya Keerthipati is not a relative to the existing directors of the Company as well as to the other proposed director.
<b>Directorship held in other public companies (excluding Foreign Companies and Section 8 Companies)</b>	She holds directorship in following public companies: 1. Alegria Holidays and Hospitality Limited 2. Alegria Holidays and Club Limited
<b>Membership / Chairmanship of Committee of other Public Companies (includes only Audit and Stakeholder Relationship Committee)</b>	Nil
<b>Shareholding in the Company</b>	1.81%

**Item No. 5: Regularization of Mr. Mohamed Yusub**

The Board of Directors of the Company appointed Mohamed Yusub as an Additional Director of the Company w.e.f. April 28, 2021. In terms of the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Mohamed Yusub would hold office up to the date of the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mohamed Yusub, being eligible, offers himself for appointment, and is propose to be appointed as a Director who shall be liable to retire by rotation.

The Company has received a notice from a member of the Company along with requisite fee under section 160 of the Companies Act, 2013 proposing the candidature of Mohamed Yusub for the office of Director of the Company. Mr. Mohamed Yusub is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

**Except Mohamed Yusub himself, Mr. Shahul Hameed Adam Bawa and Dr.U Nainer Rawthar, relatives of Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the resolution as set out in Item no. 5.**

The Board of directors therefore, recommends the resolution for appointment of Mohamed Yusub as a Director of the Company for approval of the members by passing the Ordinary resolution.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief Resume of Mohamed Yusub is as under:

<b>Name:</b>	Mohamed Yusub
<b>Age</b>	30 years
<b>Qualification</b>	He is BA English qualified.
<b>Expertise in specific functional areas:</b>	Finance
<b>Disclosure of relationships between directors inter-se</b>	Mohamed Yusub is a relative of Mr. Shalul Hameed Adam Bawa, Additional Director of the Company
<b>Directorship held in other public companies (excluding Foreign Companies and Section 8 Companies)</b>	He holds Directorship in following Public companies: 1. Alegria Holidays and Club Limited 2. Alegria Holidays and Hospitality Limited

<b>Membership / Chairmanship of Committee of other Public Companies (includes only Audit and Stakeholder Relationship Committee)</b>	Nil
<b>Shareholding in the Company</b>	Nil

**Item No. 6: Appointment of Ms. Ansar Basha Faisun Nisha as an Independent Director of the Company**

The Board of Directors of the Company has appointed Ms. Ansar Basha Faisun Nisha as an Additional Director (Non-Executive & Independent) of the Company w.e.f 28<sup>th</sup> June, 2021 and was considered as Independent director for the purpose of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. As per the provisions of Section 149 of the Companies Act, 2013 ("Act"), an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and they are not liable to retire by rotation. Ms. Ansar Basha Faisun Nisha has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

A notice has been received by the company from a member along with requisite deposit signifying his intention to propose him as a candidate for office of Independent Director of the Company.

In the opinion of the Board, the aforesaid Independent Director fulfils the conditions specified in the Act and the Rules made there under and the SEBI (LODR) Regulations, 2015 for appointment as Independent Director and she is independent of the management. The terms and conditions of appointment of the above Independent Director shall be open for inspection by any member at the Registered Office during normal business hours on any working day of the Company.

In terms of the provisions of Section 161(1) of the Act, Ms. Ansar Basha Faisun Nisha would hold office up to the date of ensuing Annual General Meeting. Keeping in view the experience and expertise of Ms. Ansar Basha Faisun Nisha, the Board considers it desirable that the Company should receive the benefit of her valuable experience and advice and accordingly recommends the Resolution for approval by the members.

**Except Ms. Ansar Basha Faisun Nisha, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution as set out in Item no. 6.**

The Board of directors therefore, recommends the resolution for appointment of Ms. Ansar Basha Faisun Nisha as a Director of the Company for approval of the members by passing the Ordinary resolution.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Brief Resume of Ms. Ansar Basha Faisun Nisha is as under:

<b>Name:</b>	Ansar Basha Faisun Nisha
<b>Age</b>	26 years
<b>Qualification</b>	She holds Bachelor's degree of Commerce
<b>Expertise in specific functional areas:</b>	She has expertise in Marketing Management-Consumer.
<b>Disclosure of relationships between directors inter-se</b>	Ms. Ansar Basha Faisun Nisha is not related to the Board of Directors and KMPs of the Company.

<b>Directorship held in other public companies (excluding Foreign Companies and Section 8 Companies)</b>	Nil
<b>Membership / Chairmanship of Committee of other Public Companies (includes only Audit and Stakeholder Relationship Committee)</b>	Nil
<b>Shareholding in the Company</b>	Nil

Dear Member,

**Sub: Voting through electronic means**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, Pacheli Industrial Finance Limited (“the Company”) is offering e-Voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on Thursday, 30<sup>th</sup> September, 2021 at 1:00 P.M.

The Company has engaged the services of Central Depository Services (India) Ltd as the Authorized Agency to provide e-Voting facilities. The e-Voting particulars are set out below:

The Remote e-Voting facility will be available during the following voting period:

- Commencement of e-Voting: **Monday, 27<sup>th</sup> September, 2021 at 9:00 A.M.**
- End of e-Voting: **Wednesday, 29<sup>th</sup> September, 2021 till 5:00 P.M.**
- The cut-off date for the purpose of e-Voting is **23<sup>rd</sup> September, 2021**

Please read the instructions mentioned below before exercising the vote. This Communication forms an integral part of the Notice for the Annual General Meeting scheduled to be held on 30<sup>th</sup> September, 2021.

**INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS**

- a) The e-voting period commences on, Monday, 27<sup>th</sup> September, 2021 (09:00 am IST) and ends on Wednesday, 29<sup>th</sup> September, 2021 (5:00 pm IST). The shareholders holding shares as on the cut-off date of Thursday, 23<sup>rd</sup> September, 2021, may cast their vote electronically. The e-voting module shall be disabled by Skyline Financial Services Pvt. Ltd. for voting thereafter. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2021. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- b) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- c) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Log in Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi</li> <li>2) After successful login, the Easi/Easiest user will be able to see the E-Voting Menu. On clicking the E-Voting menu, the user will be able to see his/her holdings along with links of the respective E-Voting service provider i.e. CDSL/NSDL/KARVY/LINK INTIME as per information provided by Issuer/Company. Additionally, we are providing links to E-Voting Service Providers, so that the user can visit the E-Voting service providers' site directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi./Registration/EasiRegistration">https://web.cdslindia.com/myeasi./Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user can directly access E-Voting page by providing Demat Account Number and PAN No. from a link on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress</li> </ol>
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e- Services website of NSDL. Open any web browser and type the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	3) Visit the e-Voting website of NSDL. Open any web browser and type the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**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. CDSL and NSDL

Login Type	Helpdesk Details
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
<b>Individual Shareholders holding securities in Demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30.

#### **d) Login Method of E-Voting for Shareholders other than Individual Shareholders & Physical Shareholders**

The instructions for shareholders Remote e-voting electronically are as under:

(i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

(ii) Click on "Shareholders" tab.

(iii) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Pacheli Industrial Finance Limited- AGM on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will be not be voting by show of hands on any of the agenda items at the meeting and ballot process at the meeting will be conducted in lieu thereof.
- e) **Process for those SHAREHOLDERS whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice.**
- For Physical Shareholders- Please provide necessary details like 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 Company's Registrar and Share Transfer Agent (Skyline Financial Services Pvt. Ltd) at [subhashdhingreja@skylinerta.com](mailto:subhashdhingreja@skylinerta.com).
  - For Demat Shareholders- Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 Company's Registrar and Share Transfer Agent (Skyline Financial Services Pvt. Ltd) at [subhashdhingreja@skylinerta.com](mailto:subhashdhingreja@skylinerta.com).
  - For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**General Instruction:**

- I. The voting period begins on 27.09.2021 at 9:00 A.M. and ends on 30.09.2021 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section.  
Name: Ms. Latha Nair  
Designation: Manager  
Address: 17th floor, P J Towers, Dalal Street, Mumbai - 400001  
Contact no.: 1800-200-5533  
Email: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- III. Once the vote on a resolution is cast by the shareholder by electronic means, the shareholder shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off/entitlement date of 23<sup>rd</sup> September, 2021.
- V. E-voting platform will be blocked after the closure of e-Voting period and no further e-Voting/change of vote cast would be allowed thereafter.

- VI. Members who have availed e-Voting facility may attend the meeting however they cannot exercise their right to vote or change the vote.

**Note: If a person becomes member of the Company after the cut-off date, then the member may contact the Registrar and Share Transfer Agent of the Company for issuance of the Notice and Login id and other e-Voting related details.**

**i. Details of Scrutinizer:**

- a) Mr. Tariq Budgujar, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-Voting process in a fair and transparent manner.
- b) The Scrutinizer shall with a period not exceeding three days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes in cast of favour or against, if any, forthwith to the Chairman of the Company.
- c) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut-off date i.e. 23.09.2021.
- d) The results declared along with the Scrutinizer's Report shall be placed on the Company's Notice Board at its registered office and on the website of CDSL within three days of the passing of the resolutions at the Annual General Meeting of the Company.

**BOARD'S REPORT**

To,  
**The Members of**  
**Pacheli Industrial Finance Limited,**

Our Directors are pleased to present the 36<sup>th</sup> Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the financial year ended 31<sup>st</sup> March, 2021.

**1. FINANCIAL RESULTS**

The Company's financial results for the financial year ended on the 31<sup>st</sup> March, 2021 are as under:

Particulars	For The Year Ended	
	31 <sup>st</sup> March 2021 (In Lakhs Rs.)	31 <sup>st</sup> March 2020 (In Lakhs Rs.)
Total Revenue	30.59	29.97
Total Expenses	16.89	18.82
Profit Before Tax & Extraordinary Item	13.70	8.15
Less: (a) Extraordinary Item	0.00	0.00
(b) Tax Expenses (Current Tax)	3.50	1.90
(c) Deferred Tax	0.00	0.00
<b>Profit/(Loss) from the period from continuing operations</b>	<b>10.20</b>	<b>6.25</b>

**2. RESERVES & PROVISIONS**

The Company has not transferred any amount to general reserves.

**3. DIVIDEND**

The management believes that the profits earned during the financial year must be retained and redeployed for the operations of the Company. As the Company needs further funds to enhance its business operations, to upgrade the efficiency and to meet out the deficiencies in working capital, the Directors do not recommend any dividend on Equity Shares for the financial year 2020-21.

**4. CHANGE IN NATURE OF BUSINESS**

During the financial year under review, the Company was engaged in the business for providing loans to Real Estate and Developments. However as on date of report, the Company is carrying on the business of providing consultancy services related to hotels, lodging houses and other multiple services.

**5. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP) APPOINTED / RESIGNED**

The members of the Board of Directors along with the details of the Directors and Key Managerial Personnel (KMP) appointed or resigned is as follows:

S. No	Director/KMP	DIN/PAN	Designation	Date of appointment	Date of resignation
1.	Padamchand Bhanvarlal Dhoot	01344573	Managing Director	30/09/2015	28/04/2021

2.	Pushpadevi Padamchand Dhoot	00118140	Non-Executive Director	14/08/1986	12/05/2021
3.	Ramesh Kumar Khetan	03315837	Independent Director	28/01/2005	28/06/2021
4.	Rajan Sharma	08076700	Independent Director	22/11/2018	04/09/2020
5.	Lavanya Keerthipati	08023130	Additional Director	22/01/2021	-
6.	Shahul Hameed Adam Bawa	08274289	Additional Director	22/01/2021	-
7.	Padamchand Bhanvarlal Dhoot	AABPD7356D	CEO	30/05/2014	-
8.	Pankaj Padamchand Dhoot	AELPD0702M	CFO	30/05/2014	-
9.	Alpi Jain	AMJPJ9258N	Company Secretary	30/12/2020	19/04/2021

## 6. MEETINGS

The Board met seven times during the financial year 2020-21. The intervening gap between any two Meetings was within the period prescribed by the Companies Act, 2013.

## 7. DECLARATION GIVEN BY INDEPENDENT DIRECTOR

The Company has received declarations from all the Independent Directors of the Company confirming that they met with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013.

## 8. PERFORMANCE EVALUATION

In pursuance of the provisions of the Act, the evaluation of performance of the Board as a whole, Committees of the Board, Directors individually and Chairperson of the Company was carried out for the Financial Year 2020-21. The performance of each Director has been evaluated by Nomination and Remuneration Committee.

## 9. DIRECTOR'S APPOINTMENT AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed and adopted a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration.

## 10. STATUTORY AUDITORS

M/s. V S Shah and Associates, Chartered Accountants (Firm Registration No. 143857W) was appointed as Statutory Auditors at the Annual General Meeting held on September 27, 2017 for the period of Five (5) years. i.e. for the Annual General Meeting to be held in year 2022. The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified from appointment.

The Auditors Report has been annexed with this report, Auditors observations are self-explanatory, which do not call for any further clarifications.

## 11. DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS UNDER SUB-SECTION (12) OF SECTION 143 OTHER THAN THOSE WHICH ARE REPORTABLE TO THE CENTRAL GOVERNMENT

There were no frauds reported by auditors under sub-section (12) of section 143 which have occurred during the financial year 2020-21.

## 12. SECRETARIAL AUDITOR

M/s Jain Alok & Associates, Company Secretaries in Practice conducted the Secretarial Audit for the financial year 2020-21. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2021 is annexed herewith as **Annexure-A** which forms a part of this Report.

The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2021 contains certain qualifications and clarification by the Board are as follows:

Observation: *That the Company did not have any whole time Company Secretary in employment during the period from 01<sup>st</sup> April, 2020 to 29<sup>th</sup> December, 2020;*

Clarification: The Company had tried to find Company Secretary during the period from 01<sup>st</sup> April, 2020 to 29<sup>th</sup> December, 2020 but could not found a suitable person.

Observation: *That the Company did not have the minimum required independent directors in accordance with the provisions of Section 149(4) of the Companies Act, 2013 since 04<sup>th</sup> September, 2020;*

Clarification: The Company had tried to find Independent Director to comply with the provisions of Section 149(4) of the Companies Act, 2013, however could not find a suitable person.

Observation: *Composition of Audit Committee and Nomination and Remuneration Committee were not as per the provisions of Section 177 and 178 of the Companies Act, 2013 respectively since 04<sup>th</sup> September, 2020;*

Clarification: The Company had tried to find Independent Director, but could not found a suitable person. The management will comply with the provisions of Section 177 and 178 of the Companies Act, 2013 as soon as the deserving candidate was found.

Observation: *That the Company has given loan during the period under review without complying the provision of section 186 of the Act;*

Clarification: The compliance was inadvertently escaped.

**Observation:** The Company did not have any qualified Compliance officer as per the requirement of Regulation 6 of LODR during the period from 01<sup>st</sup> April, 2020 to 29<sup>th</sup> December, 2020

**Clarification:** The Company had tried to find Company Secretary during the period from 01<sup>st</sup> April, 2020 to 29<sup>th</sup> December, 2020 to be appointed as Compliance officer of the company during the said period but could not found a suitable person.

**Observation:** The Company did not publish the Notice of Board meeting for approving financial results for four quarters and did not publish approved financial results for the quarter ended 30.06.2020 and 30.09.2020 as required under Regulation 47(1) of the SEBI (LODR)

**Clarification:** The compliance was inadvertently escaped. The Company will take care and comply the same in the future.

The management of the Company assure you to comply all the provisions of the applicable law in true spirit in future and is under process of making all the default good.

### 13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENT U/S 186

The details of the loan given and investments made by the Company covered under the provisions of section 186 of the Companies Act, 2013 are given in the notes to the financial statements. Further, the company has not given guarantee during the financial year.

### 14. PARTICULARS OF CONTRACT OR ARRANGEMENT WITH RELATED PARTIES U/S 188(1)

The Company did not enter into a contract or transaction which would fall under the purview of Section 188.

### 15. COMPANIES WHICH HAVE BECOME OR CEASED TO BE SUBSIDIARIES, JOINT VENTURES OR ASSOCIATES FOR THE COMPANY

The Company did not have any Subsidiary, Joint Venture or Associate Company at the end of the financial year.

### 16. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There has been no material change or commitment, affecting the financial position of the Company which have occurred between March 31, 2021 and the date of this report.

### 17. COMPOSITION OF COMMITTEES OF BOARD AS ON 31.03.2021

**A) The composition of Audit committee of the Company is as follow:**

S. No.	Name of Member	Designation
1.	Sh. Ramesh Kumar Khetan	Chairman
2.	Sh. Padamachand Dhoot	Member
3.	Smt. Pushpadevi Padamchand Dhoot	Member

**B) The composition of Nomination & Remuneration committee of the Company is as follow:**

S. No.	Name of Member	Designation
1.	Sh. Ramesh Kumar Khetan	Chairman
2.	Sh. Padamachand Dhoot	Member
3.	Smt. Pushpadevi Padamchand Dhoot	Member

**C) The composition of Stakeholder Grievance committee of the Company is as follow:**

S. No.	Name of Member	Designation
1.	Smt. Pushpadevi Dhoot	Chairman
2.	Sh. Ramesh Kumar Khetan	Member
3.	Mr. Padamchand Bhanvarlal Dhoot	Member

**18. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There was no such order passed against the company during the year.

**19. PARTICULARS OF EMPLOYEES**

Information pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is available at the registered office of the Company. The members may obtain the same.

**20. DISCLOSURE UNDER RULE 5 (2) & (3) OF THE COMPANIES (APPOINTMENT AND REMUNERATION) RULES, 2014**

No directors/employees of the Company was in receipt of amount exceeding a salary of Rs.5,00,000/-per month or Rs. 60,00,000/- per annum or more when employed for whole of the year, under the provisions of Rule 5 (2) & (3) of The Companies (Appointment And Remuneration) Rules, 2014.

**21. BUSINESS RISK MANAGEMENT**

The prospects for the Company's business are dependent upon economic and industrial growth as well as resources available for implementation of liberalization policies of the Government. Adverse changes and delays of lack of funds can affect the business prospects of the Industry and the Company.

Risk Management is an integral part of the Company's business strategy. The Risk Management oversight structure includes Committees of the Board and Senior Management Committees. The Risk Management Committee of the Board ("RMC") reviews compliance with risk policies, monitors risk tolerance limits, reviews and analyzes risk exposure related to specific issues and provides oversight of risk across the organization. The RMC nurtures a healthy and independent risk management function to inculcate a strong risk management culture in the Company.

As part of the Risk Management framework, the management of Credit Risk, Market Risk, Operational Risk and Fraud Risk are placed under the Head-Risk, to ensure Integrated Risk Management for various Risks.

**22. INTERNAL CONTROL SYSTEMS**

The Company's internal control system is designed to ensure operational efficiency, protection and conservation of resources, accuracy and promptness in financial reporting and compliance with laws and regulations. The internal control system is supported by an internal audit process for reviewing the adequacy and efficacy of the Company's internal controls, including its systems and processes and compliance with regulations and procedures.

Internal Audit Reports are discussed with the Management and are reviewed by the Audit Committee of the Board which also reviews the adequacy and effectiveness of the internal controls in the Company. The Company's internal control system is commensurate with the size, nature and operations of the Company.

### **23. VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has vigil mechanism during the financial year. The Board of Directors are under discussion to derive a mechanism through which fraud risk, including corrective and remedial actions as regards people and processes can be determined and implemented.

### **24. HUMAN RESOURCES**

The Company recognizes people as its most valuable asset and it has built an open, transparent and meritocratic culture to nurture this asset. The Company has kept a sharp focus on Employee Engagement. The Company's Human Resources is commensurate with the size, nature and operations of the Company.

### **25. CORPORATE SOCIAL RESPONSIBILITY**

The Company is not eligible for CSR as per provisions of Section 135 of the Companies Act, 2013.

### **26. COMPLIANCE WITH SECRETARIAL STANDARDS**

The Company is fully compliant with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI).

### **27. DEPOSITS**

The Company has neither invited nor accepted any deposits from the public during the year. There is no unclaimed or unpaid deposit lying with the Company.

### **28. ANNUAL RETURN**

The Annual Return of the Company for the financial year 2020-21 shall be placed at its website: [www.pacheliindustrialfinance.com](http://www.pacheliindustrialfinance.com).

### **29. LISTING OF SHARES**

The Shares of the Company are listed on BSE Ltd.

### **30. DEMATERIALIZATION OF SHARES**

As on 31.03.2021 a total of 18, 44,750 equity shares representing 49.43% of the equity share capital have been dematerialized.

### **31. CORPORATE GOVERNANCE**

Corporate Governance provisions i.e. Regulation 17 to 27 and clause (b) to (i) of sub-regulation (2) of Regulation 46 and Para C to E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 are not mandatory in respect of the Companies having paid up equity share capital not exceeding Rs. 10.00 crores and net-worth not exceeding Rs. 25.00 crores as on the last day of the previous financial year. The Company's paid up equity share capital as on 31.03.2021 is Rs. 3.73 crores which is less than Rs. 10.00 crores and the Net worth is Rs. 4.69 crores which is less Rs. 25.00 crores.

### **32. REPORT UNDER THE PREVENTION OF SEXUAL HARASSMENT ACT, 2013**

There were no complaints reported under the Prevention of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



**33. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

In view of the nature of the activities carried out by the Company, Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014:

**(A) Conservation of Energy****1. Energy Conservation Measures Taken**

Energy Conservation continues to receive major emphasis and is being systematically mentioned and corrective measures are taken whenever required immediately.

**2. Additional investment, and proposals, if any, being implemented.**

At present the company has no proposal to make any substantial investments for further reduction of consumption of energy. However, regular up-gradation of facilities is being done as and when required. The Company has been able to control its energy cost substantially.

**Total Energy consumption & energy consumption per unit of Production in prescribed form-A**

S. No.	Particulars	31.03.2021	31.03.2020
1.	Power & Fuel Consumption in respect of Electricity, Power & Water amount	Nil	Nil

**(B) Technology Absorption:** The Company is carrying on Research and Development in a routine manner along with its manufacturing activities. The initiatives taken by the Company have resulted in lower cost of energy consumption. Company has already absorbed technology fully.

Research, Development and improvement of products are an in built and on-going activity within the existing manufacturing operations of the Company. Expenditure on R&D is not separately allocated and identified.

**(C) Foreign Exchange Earnings & Outgo:** The Company did not earn or spent any foreign exchange during the year under review.

**34. DIRECTORS RESPONSIBILITY STATEMENT**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- that in the preparation of the annual financial statements for the year ended March 31, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- that accounting policies as mentioned in the Notes to the Financial Statements have been selected and applied consistently and judgement and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2021 and of the profit of the Company for the year ended on that date;
- that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that the annual financial statements have been prepared on a going concern basis;
- that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

### **35. ACKNOWLEDGMENT**

The Directors gratefully acknowledge all stakeholders of the Company viz. financial institutions, Government Authorities customers, members, dealers, vendors, banks and other business partners for the excellent support received from them during the year. The Directors place on record their sincere appreciation to all employees, executives, staff and workers of the Company for their unstinted commitment and continued contribution to the Company.

**By order of the Board  
For Pacheli Industrial Finance Ltd**

**Sd/-  
Lavanya Keerthipati  
(Additional Director)  
DIN: 08023130**

**Sd/-  
Shahul Hameed Adam Bawa  
(Additional Director)  
DIN: 08274289**

**Place: 07-09-2021  
Date: Chennai**

**Annexure-A**

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2021**  
**[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]**

To  
The Members,  
M/s. Pacheli Industrial Finance Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **Pacheli Industrial Finance Limited** (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended **31<sup>st</sup> March, 2021**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2021** according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of foreign Direct Investment, Overseas Direct Investment, External Commercial Borrowings;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - i. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - ii. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - iii. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - iv. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015;
  - v. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report:-

- a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- b) The Securities and Exchange Board of India (Registrars to Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- c) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock purchase Scheme) Guidelines, 1999;

6. Other laws applicable to the Company as per representations made by the Company.

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standard 1 and 2 issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Ltd. pursuant to the Regulations of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 [SEBI (LODR)].

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**a) Observations/ Non Compliances/ Adverse Remarks/ Qualifications in respect of the Companies Act, 2013 and rules made there under are as follows:**

- 1) *The Company did not have any whole time Company Secretary in employment during the period from 01<sup>st</sup> April, 2020 to 29<sup>th</sup> December, 2020;*
- 2) *The Company did not have the minimum required independent directors in accordance with the provisions of Section 149(4) of the Companies Act, 2013 since 04<sup>th</sup> September, 2020;*
- 3) *The composition of Audit Committee and Nomination and Remuneration Committee were not as per the provisions of Section 177 and 178 of the Companies Act, 2013 respectively since 04<sup>th</sup> September, 2020;*
- 4) *That the Company has given loan during the period under review without complying the provision of section 186 of the Act;*

**b) Observations/ Non Compliances/ Adverse Remarks/ Qualifications in respect of the SEBI Act, Regulations, Rules, Guidelines, Notifications, Circulars made there under are as follows:**

- *The Company did not have any qualified Compliance officer as per the requirement of Regulation 6 of LODR during the period from 01<sup>st</sup> April, 2020 to 29<sup>th</sup> December, 2020;*
- *The Company did not publish the Notice of Board meeting for approving financial results for four quarters and did not publish approved financial results for the quarter ended 30.06.2020 and 30.09.2020 as required under Regulation 47(1) of the SEBI (LODR);*

**We further report that:**

*The Board of Directors of the Company is not duly constituted as it did not have required number of Independent Directors on the Board.* The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **Jain Alok & Associates**  
**Company Secretaries**

Sd/-

**Alok Jain**

**Proprietor**

**ACS No.:30369**

**C.P No.: 14828**

**UDIN: A030369C000793846**

**Place:** New Delhi

**Date:** 17/08/2021

**'This Report is to be read with our letter of event date which is annexed as Annexure A1 and forms an integral part of this report.**

To,  
The Members,  
**Pacheli Industrial Finance Limited**

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

**For Jain Alok & Associates**  
**Company Secretaries**

**Sd/-**  
**Alok Jain**  
**ACS No.: 30369**  
**C. P. No.: 14828**

**Date: 17/08/2021**  
**Place: New Delhi**

**INDEPENDENT AUDITOR'S REPORT**

To the Members of **Pacheli Industrial Finance Limited**

**REPORT ON THE AUDIT OF IND AS FINANCIAL STATEMENTS**

We have audited the accompanying Ind AS financial statements of **Pacheli Industrial Finance Limited** ("the Holding company") which comprise the Balance Sheet as at 31st March 2021, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statements").

**MANAGEMENT'S RESPONSIBILITY FOR THE IND AS FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Ind AS financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ("Ind AS") prescribed under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial controls relevant to the Company's preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We are also responsible to conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in the auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify the opinion. Our conclusions are based on the audit evidence obtained up to the date of the auditor's report. However, future events or conditions may cause an entity to cease to continue as a going concern.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

## **OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. In the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2021.
- ii. in the case of the Statement of Profit and Loss (comprising of other comprehensive income) of the profit for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date and
- iv. Changes in equity for the year ended on that date.

## **OTHER MATTERS**

Without qualifying the report we state that balances of Loans and Advances and Long term borrowings are subject to confirmation and the same are relied based on Management Representation Letter.

## **REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government in terms of Section 143 (11) of the Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143 (3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.



- f) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”
- g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements
  - ii. The Company has no material foreseeable losses on long-term contracts including derivative contracts as required under the applicable law or accounting standards
  - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund (IEPF) by the Company
  - iv. The disclosures regarding details of specified bank notes held and transacted during 8 November 2016 to 30 December 2016 have not been made since the requirement does not pertain to financial year ended 31<sup>st</sup> March, 2021.

For and on behalf of  
V S Shah & Associates  
Chartered Accountants  
Firm's registration number: 143857W

Sd/-  
CA Vaibhav Shah  
Proprietor  
Membership number: 176087  
UDIN: 21176087AAAABM1011

Place: Mumbai  
Date: 28-06-2021

Independent Auditor's Report on the financial statement of, **Pacheli Industrial Finance Limited.**

Referred to in paragraph 1, under 'Report on Other Legal and Regulatory Requirements' section of our Report of even date to the Ind AS financial statement of the Company for the year ended 31<sup>st</sup> March, 2021:

- i) In respect of its fixed assets:
  - (a) The company is not having any fixed assets.
  - (b) According, to the information and explanation given to us and on the basis of examination of records of the Company, No immovable properties are held by the Company.
- ii) In our opinion the inventories have been physically verified during the year by the management at reasonable intervals and as explained to us no material discrepancies were noticed on physical verification.
- iii) During the year the company has granted Loans, secured or Unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act and has disclosed the same in Notes to Accounts.
- iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Companies Act, 2013, with respect to loans and investment made.
- v) According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore, the provision of Clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi) As informed to us, the Central Government has not prescribed maintenance of cost records under subsection (1) of Section 148 of the Act in respect of the business of the company.
- vii)
  - a) According to information and explanations given to us and on the basis of our examination of the records of the company, the company has been generally regular in depositing its undisputed statutory dues such as Provident Fund, Employees' State Insurance, Income tax, Wealth tax, Service tax and any other material statutory dues whichever is applicable to the company with the appropriate authorities during the year. According to the information and explanation given to us, no undisputed amounts payable in respect of income tax, service tax, and any other material statutory dues were in arrears as at 31<sup>st</sup> March, 2021 for a period of more than six months from the date they became payable.
  - b) As at 31<sup>st</sup> March, 2021, the following are the particulars of dues on account of Income-tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax and Cess matters that have not been deposited on account of dispute:

Name of the Statute	Nature of the dues	Unpaid Amount (₹ in Lac)	Period to which the amount relates	Forum where pending
NA	NA	NA	NA	NA

- viii) According to the information and explanations given to us and based on the records of the company examined by us, the company does not have any borrowing from any financial institutions or bank and does not issue any debentures as at the balance sheet date. Accordingly clause (viii) of paragraph 3 of the Order is not applicable.
- ix) The company has generally applied the amount raised by it by way of term loans, debt instruments for the purpose for which those loans were obtained, other than temporary deployment pending application of those funds. The company did not raise money by way of initial public offer or further public offer during the year.
- x) According to the information and explanation given to us, no material fraud on or by company has been noticed or reported during the year.
- xi) According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not paid/provided managerial remuneration. Accordingly, clause (xi) of paragraph 3 of the Order is not applicable.
- xii) In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, clause (xii) of paragraph 3 of the Order is not applicable.
- xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, clause (xv) of paragraph 3 of the Order is not applicable.
- xvi) In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For and on behalf of  
V S Shah & Associates  
Chartered Accountants  
Firm's registration number: 143857W

Sd/-  
CA Vaibhav Shah  
Proprietor  
Membership number: 176087  
UDIN: 21176087AAAABM1011

Place: Mumbai  
Date: 28-06-2021.

**Annexure “B” To the Independent Auditor’s Report of even date on the Ind AS financial statement of, Pacheli Industrial Finance Limited.**

(Referred to in paragraph 2 (f) under report of on other legal and regulatory requirements of our report of even date.)

**Report on the Internal Financial Controls over financial reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Pacheli Industrial Finance Limited** (“the Company”) as of 31<sup>st</sup> March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Holding company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS’ RESPONSIBILITY**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

## **MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls systema over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For and on behalf of  
V S Shah & Associates  
Chartered Accountants  
Firm's registration number: 143857W

Sd/-  
CA Vaibhav Shah  
Proprietor  
Membership number: 176087  
**UDIN: 21176087AAAABM1011**

Place: Mumbai  
Date: 28-06-2021

## Balance Sheet as at March 31, 2021

Particulars	Note	As at March 31, 2021 Amount	As at March 31, 2020 Amount
<b>ASSETS</b>			
<b>Non-Current Assets</b>			
Property, Plant and Equipment			
Financial assets			
(i) Investments	2	25,52,400.00	25,52,400.00
(ii) Loans	3	4,52,96,647.00	5,00,40,809.00
(iii) Other Financial Service		-	-
Deferred tax assets (net)		-	-
Other Non Current Assets	4	4,000.00	4,000.00
<b>Sub-total</b>		<b>4,78,53,047.00</b>	<b>5,25,97,209.00</b>
<b>Current Assets</b>			
(a) Financial Assets			
Cash and Cash Equivalents	5	40,079.35	12,096.93
(b) Loans and Advances		-	-
(c) Other Current assets	6	15,45,626.00	14,60,907.00
<b>Sub-total</b>		<b>15,85,705.35</b>	<b>14,73,003.93</b>
<b>Total Assets</b>		<b>4,94,38,752.35</b>	<b>5,40,70,212.93</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
(a) Equity Share Capital	7	3,73,20,500.00	3,73,20,500.00
(b) Other Equity	8	96,68,815.63	86,48,221.93
<b>Sub-total</b>		<b>4,69,89,315.63</b>	<b>4,59,68,721.93</b>
<b>LIABILITIES</b>			
<b>Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	9	-	47,90,138.00
(ii) Other Financial Liabilities		-	-
(b) Deferred Tax Liabilities (Net)		-	-
<b>Sub-total</b>		<b>-</b>	<b>47,90,138.00</b>
<b>Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings		-	-
(ii) Trade Payables		10,50,436.72	21,92,353.00
(iii) Other Financial Liabilities			
Provision	10	13,99,000.00	11,19,000.00
(b) Other current liabilities	11	-	-
<b>Sub-total</b>		<b>24,49,436.72</b>	<b>33,11,353.00</b>
<b>Total Equity and Liabilities</b>		<b>4,94,38,752.35</b>	<b>5,40,70,212.93</b>
Significant Accounting Policies & the accompanying Notes are an integral part of the Financial Statements	1		

As per my report of even date attached

**FOR V S Shah And Associates**  
**Chartered Accountants**
**For and on behalf of Board of Directors**  
**Pacheli Industrial Finance Limited**
**Sd/-**  
**VAIBHAV SHAH**  
**(Proprietor)**

Membership No: 176087

UDIN: 21176087AAAABM1011

Date: 28-06-2021

Place: Chennai

**Sd/-**  
**Lavanya Keerthipati**  
**(Additional Director)**
**Sd/-**  
**Magimai Anand**  
**(CFO)**
**Sd/-**  
**Shahul Hameed Adam Bawa**  
**(Additional Director)**
**Sd/-**  
**Nainer Rawthar**  
**(CEO)**

## Statement of Profit and Loss for the year ended March 31, 2021

Particulars	Note	For the year ended March 31, 2021 Amount	For the year ended March 31, 2020 Amount
Revenue from Operations	12	30,59,435.00	23,69,678.00
Other Income	13	-	3,27,091.38.
<b>Total Income</b>		30,59,435.00	26,96,769.38
<b>Expenses</b>			
(a) Purchase of Stock-in-trade			
(b) Employee Benefit Expenses	14	5,01,000.00	8,27,000.00
(c) Finance Costs	15	11,312.30	15,559.00
(d) Depreciation and amortization expense			
(d) Other expenses	16	11,76,529.00	10,39,059.18
<b>Total Expenses</b>		16,88,841.30	18,81,658.18
<b>Profit /(Loss) before tax</b>		13,70,593.70	8,15,111.20
Tax Expense			
(a) Current tax		3,50,000.00	1,90,000.00
<b>Total Tax Expense</b>		3,50,000.00	1,90,000.00
<b>Profit /(Loss) for the year</b>		10,20,593.70	6,25,111.20
<b>Other Comprehensive Income</b>		-	-
<b>Total Comprehensive Income for the year</b>		<b>10,20,593.70</b>	<b>6,25,111.20</b>
<b>Earnings per Equity Share of face value of Rs. 10/- each</b>			
Basic & Diluted (Rs. per share)		0.27	0.17
<b>Significant Accounting Policies</b>	1		
<b>The accompanying Notes are an integral part of the Financial Statements</b>			

As per my report of even date attached

**FOR V S Shah And Associates**  
Chartered Accountants

**For and on behalf of Board of Directors**  
**Pacheli Industrial Finance Limited**

Sd/-  
VAIBHAV SHAH  
(PROPRIETOR)  
Membership No: 176087  
UDIN: 21176087AAAABM1011

Sd/-  
Lavanya Keerthipati  
(Additional Director)

Sd/-  
Shahul Hameed Adam Bawa  
(Additional Director)

Sd/-  
NainerRawthar  
(CEO)

Date: 28-06-2021  
Place: Chennai

Sd/-  
Magimai Anand  
(CFO)

## Statement of Cash Flows for the year ended March 31, 2021

Particulars	For the year ended March 31, 2021 Amount	For the year ended March 31, 2020 Amount
<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit / (Loss) before tax</b>	13,70,593.70	8,15,111.20
Adjustments for :	-	-
Add: Finance Cost	11,312.30	15,599.00
Less: Interest on Loan	-	-
Sundry Credit Balances written back	-	-
Sundry Debit Balance written off	-	-
Gain on Fair Valuation of Financial Liabilities	-	-
Waiver of Fractions on CCD conversion	-	-
<b>Operating Profit before Working Capital changes</b>		
Adjustments for increase / decrease in:		
Trade Receivables	-	-
Other Financial Assets, Other Non-current Assets and Other current assets	(13,76,188.00)	46,88,032
Trade Payables, Other Financial Liabilities and Other Current Liabilities	(19,46,916.28)	(3,53,025)
<b>Cash Generated from Operations</b>	(19,41,198.28)	51,65,717.20
Add: Direct Taxes (Payments) / Refunds	(3,50,000.00)	(1,90,000.00)
<b>Net Cash Generated from Operating Activities (A)</b>	(22,91,198.28)	49,75,717.20
<b>CASH FLOW FROM INVESTING ACTIVITIES</b>		
Long Term Investments (purchased) / sold	-	2,31,000
Long Term Loans & Advances (given) / repayment received	58,01,493.00	-
<b>Net Cash Generated from / (used in) Investing Activities (B)</b>	58,01,493.00	2,31,000
<b>CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Long-term Borrowings	-	-
Repayment of Long-term Borrowings	(34,71,000.00)	(52,00,038.27)
Proceeds from Short-term Borrowings	-	-
Repayment of Short-term Borrowings	-	-
Finance Costs Paid	(11,312.30)	(15,599)
<b>Net Cash Generated from / (used in) Financing Activities (C)</b>	(34,82,312.30)	(52,15,637.27)
<b>Net increase in Cash and Cash Equivalents (A+B+C)</b>	27,982.42	(8,920.07)
<b>Cash and Cash Equivalents at the beginning of the year</b>	12,096.93	21,017
<b>Cash and Cash Equivalents at the end of the year (Refer Note 7)</b>	40,079.35	12,096.93

## Notes:

- Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS 7 specified under section 133 of the Companies Act, 2013.
- Figures in bracket indicate Cash Outflow.

As per my report of even date attached

**FOR V S Shah And Associates**  
Chartered Accountants

**For and on behalf of Board of Directors**  
Pacheli Industrial Finance Limited

Sd/-  
**VAIBHAV SHAH**  
(Proprietor)  
Membership No: 176087

Sd/-  
**Lavanya Keerthipati**  
(Additional Director)

Sd/-  
**Shahul Hameed Adam Bawa**  
(Additional Director)

Sd/-  
**Nainer Rawthar**  
(CEO)

Sd/-  
**Magimai Anand**  
(CFO)

UDIN: 21176087AAAABM1011  
Date: 28-06-2021  
Place: Chennai



**Notes forming part of Financial Statements****1. Corporate Information and Significant Accounting Policies****A. Corporate Information**

Pacheli Industrial Finance Limited is engaged in the business to lend or advance money either with or without securities and to arrange or negotiate loans and to carry on the business of financiers, broker money lender and to draw, accept, endorse, discount, buy, sell and deal in Bills of exchange, promissory notes, bonds, debentures, hundies and other negotiable instrument and securities. To issue on commission, subscribe for purchase, take acquire and hold, sell, exchange and deal in shares, stock, bond, debentures, obligations or securities, of any Government, local authority or other interest on any other company, and sell or sell on hire purchase system or advance and loan money on or arrange loans on mortgage on buildings, plant and machinery, land, farms or other kind of asset, estate or property, movable or immovable rights and things in action.

The Company is a Public Limited Company incorporated in India, under the provisions of the Companies Act, 1956, having its registered office at Mumbai, Maharashtra, India.

The financial statements for the year ended March 31, 2021 are approved for issue by the Company's Board of Directors on 28/06/2021.

**B. Significant Accounting Policies****1.1 Basis of Preparation**

These financial statements have been prepared and comply in all material aspects with Indian Accounting Standards (Ind AS) as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and companies (Indian Accounting Standards) Amended Rules, 2016.

Since the income from financial assets does not constitute more than 50 percent of the gross total income, the financial statements are prepared on other than Non Banking Financial Company and other than Investment Company basis.

These financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency and all amounts are rounded off to the nearest lacs (INR '00,000) upto two decimals, except when otherwise indicated.

Classification of Assets and Liabilities into Current/Non-current:

The Company presents assets and liabilities in the Balance Sheet based on Current/ Non-current classification.

**1.2 Statement of Cash Flows:**

Cash flows are reported using the indirect method, whereby net profit / (loss) for the period is adjusted for the effects of transactions of non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and items of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents include cash on hand, cash at banks, other short-term deposits and highly liquid investments with original maturity of three months or less that are readily convertible into cash and which are subject to an insignificant risk of changes in value.

**1.3 Revenue Recognition**

- i. Revenue is recognised to the extent that it is probable that the economic benefits of a transaction will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.
- ii. Sale of Goods: Revenue from sale of goods is recognised upon transfer of significant risks and rewards of ownership of the goods to the buyer, which is on dispatch of goods to buyer.

- iii. Interest Income: Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably.
- iv. Dividends: Dividend income from investments is recognised when the Company's right to receive dividend is established, which is generally when shareholders approve the dividend.

#### 1.4 Taxes on Income

Income tax expense represents the sum of the tax currently payable and deferred tax.

- I. Current tax: The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using applicable tax rates that have been enacted or substantively enacted by the end of the reporting period and the provisions of the Income Tax Act, 1961 and other tax laws, as applicable.
- II. Deferred tax: Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current income tax assets against current income tax liabilities and when deferred income tax assets and liabilities relate to the income tax levied by the same taxation authority on either the same taxable entity or different taxable entities where there is an intention to settle the balances on a net or simultaneous basis.

#### 1.5 Provisions, Contingent Liabilities and Contingent Assets

- i. Provision is recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation. Provision is not recognised for future operating losses.
- ii. A Contingent liability is disclosed in case of a present obligation arising from past events, when it is either not probable that an outflow of resources will be required to settle the obligation, or a reliable estimate of the amount cannot be made. A Contingent Liability is also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company.
- iii. Contingent assets are not recognised but where an inflow of economic benefits is probable, contingent assets are disclosed in the financial statements.
- iv. Provisions, Contingent liabilities and Contingent assets are reviewed at each reporting date and are adjusted to reflect the current best estimate.

#### 1.6 Financial Instruments

- i. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.
- ii. Classification of financial assets: The classification depends on the company's business model for managing the financial assets and the contractual terms of the cash flows. The Company classifies its financial assets to be measured subsequently at amortised cost.
- iii. Measurement of financial assets: At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Statement of Profit and Loss are expensed in the Statement of Profit and Loss.

Equity instruments: Equity investments in subsidiaries are measured at cost. Other equity investments are measured at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in Other Comprehensive Income, there is no subsequent reclassification of fair value gains and losses to the Statement of Profit and Loss. Dividends from such investments are recognised in the Statement of Profit and Loss as other income when the Company's right to receive payments is established.

- iv. Impairment of financial assets: The Company assesses on a forward looking basis the expected credit losses associated with its assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk.
- v. Derecognition of financial assets: The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109.
- vi. Classification and Subsequent Measurement: Financial liabilities: Financial liabilities are classified as either financial liabilities at FVTPL or Other Financial Liabilities.  
Financial Liabilities at FVTPL: Financial liabilities are classified as at FVTPL when the financial liability is held for trading or are designated upon initial recognition as FVTPL. Gains or Losses on liabilities held for trading are recognised in the Statement of Profit and Loss.  
Other Financial Liabilities: Other financial liabilities (including borrowings, trade and other payables) are subsequently measured at amortised cost.
- vii. Derecognition of financial liabilities: The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expired. The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different.

### 1.7 Earnings Per Share

The basic earnings per share is computed by dividing the net profit / (loss) attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the reporting period. Diluted earnings per share is computed by dividing the net profit / (loss) attributable to the equity shareholders for the year, as adjusted for the effects of potential dilution of equity shares, by the weighted average number of equity and dilutive equity equivalent shares outstanding during the reporting period.

### 1.8 Use of Estimates

The preparation of the financial statements requires the management to make judgements, estimates and assumptions in the application of accounting policies and that have the most significant effect on reported amounts of assets, liabilities, incomes and expenses and accompanying disclosures and the disclosure of contingent liabilities. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

### 1.9 First-time Adoption of Ind AS

#### Overall Principle

The Company has prepared the Opening Balance Sheet as per Ind AS as at April 1, 2016 (the date of transition) by recognising all assets and liabilities whose recognition is required by Ind ASs, not recognising items of assets or liabilities which are not permitted by Ind ASs, by reclassifying items from previous GAAP to Ind AS as required under Ind ASs and applying Ind ASs in measurement of recognised assets and liabilities. However, this principle is subject to certain exceptions and certain optional exemptions availed or not so availed by the Company. Details of exemptions availed are as under:

- i. Business Combination: The Company has elected not to apply Ind AS 103 - Business Combinations retrospectively to past business combinations that occurred before the date of transition and therefore, has kept the same classification for the past business combinations as in its previous GAAP financial statements.
- ii. Investments: The Company has elected to carry its investment in subsidiary company at deemed cost, which is its previous GAAP carrying amount at the date of transition.
- iii. Borrowings: Considering the Objective of Ind AS 101, items of liabilities which are no longer outstanding as at March 31, 2017 and the high quality information relating to which cannot be generated at a cost lower than the benefits are disclosed at previous GAAP carrying amounts. Also refer Note 27(G)(1)(ii) & (iii).

## 2. Investments

Particulars	As at March 31, 2021	As at March 31, 2020
Quoted Investments	4,31,000.00	4,31,000.00
Unquoted Investments	21,21,400.00	21,21,400.00
Investments in LLP	-	-
	<b>25,52,400.00</b>	<b>25,52,400.00</b>

## 3. Loans: Non-current

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Loans and advances</b>		
Unsecured, considered good	4,52,96,647.00	5,00,40,809.00
Others		
	<b>4,52,96,647.00</b>	<b>5,00,40,809.00</b>

## 4. Other Non-Current Assets

Particulars	As at March 31, 2021	As at March 31, 2020
a) Others (Specify Nature)		
Fixed Deposit	-	-
Deposit for Telephone	4,000.00	4,000.00
Others	-	-
	<b>4,000.00</b>	<b>4,000.00</b>

## 5. Cash and Cash Equivalents

Particulars	As at March 31, 2021	As at March 31, 2020
<b>Balances with Banks</b>		
In Current Accounts	11,378.88	1,636.46
Cash in Hand	28,700.47	10,460.47
	<b>40,079.35</b>	<b>12,096.93</b>

**6. Other current assets**

Particulars	As at March 31, 2021	As at March 31, 2020
Other Current assets (Advance tax and TDS recievable)	15,45,626.00	14,60,907.00
Other Advances	-	-
Short Term Advance	-	-
	<b>15,45,626.00</b>	<b>14,60,907.00</b>

**7. Equity Share Capital**

Particulars	As at March 31, 2021		As at March 31, 2020	
	Numbers	Amount	Numbers	Amount
<b>Authorised</b>				
Equity Shares, of Rs.10 par value	45,00,000	4,50,00,000.00	45,00,000	4,50,00,000.00
		<b>4,50,00,000.00</b>		<b>4,50,00,000.00</b>
<b>Issued</b>				
Equity Shares, of Rs.10 par value	37,32,050	3,73,20,500.00	37,32,050	3,73,20,500.00
		<b>3,73,20,500.00</b>		<b>3,73,20,500.00</b>
<b>Subscribed and Paid up</b>				
Equity Shares, of Rs.10 par value	37,32,050	3,73,20,500.00	37,32,050	3,73,20,500.00
		<b>3,73,20,500.00</b>		<b>3,73,20,500.00</b>

**7.1 Reconciliation of the number of shares outstanding and amount of share capital**

Particulars	As at March 31, 2021		As at March 31, 2020	
	Numbers	Amount	Numbers	Amount
Equity Shares				
Balance as at the beginning of the year	37,32,050	3,73,20,500.00	37,32,050	3,73,20,500.00
Issued during the year	-	-	-	-
Balance as at the end of the year	37,32,050	3,73,20,500.00	37,32,050	3,73,20,500.00

**7.2 Rights, Preferences and Restrictions****Equity Shares**

- The Company has only one class of equity shares referred to as equity shares having a par value of 10. Each holder of equity shares is entitled to one vote per share.
- The Company declares and pays dividend in Indian rupees. Final dividend, if any, proposed by the Board of Directors is recorded as a liability on the date of the approval of the shareholders in the ensuing Annual General Meeting; in case of interim dividend, it is recorded as a liability on the date of declaration by the Board of Directors of the Company.
- In the event of liquidation, the equity shareholders are eligible to receive the residual assets of the Company after distribution of all preferential amounts, in proportion to their shareholding. However, no such preferential amounts exist currently.

- iv. Without the prior written approval of the CCD Holder, the Company shall not declare any dividend on its Equity Shares as long as it is in default in meeting its obligation to pay interest or any money related to the Compulsorily Convertible Debentures (CCDs) as detailed in Note 4 below.

## 8. Other Equity

Particulars	As at March 31, 2021 Amount	As at March 31, 2020 Amount
<b>Reserves and Surplus</b>		
<b>i. Capital Reserve</b>		
Balance as at the beginning of the year	26,34,500.00	26,34,500.00
Addition during the year	-	-
	26,34,500.00	26,34,500.00
<b>ii. Retained Earnings</b>		
Balance as at the beginning of the year	60,13,721.93	53,88,611.00
Add/(Less) : Profit / (Loss) for the year	10,20,593.70	6,25,110.93
	70,34,315.63	60,13,721.93
<b>Equity Component of Loan from Holding Company</b>	-	-
	<b>96,68,815.63</b>	<b>86,48,221.93</b>

The description of the nature and purpose of each reserve within equity is as follows:

- ii. Retained Earnings - Retained Earnings represent profits that the Company has earned including adjustments on account of transition to Ind AS.

## 9. Non-Current Borrowings

Particulars	As at March 31, 2021 Amount	As at March 31, 2020 Amount
<b>Non-Current Borrowings</b>		
Unsecured		
Long Term Borrowing	-	47,90,138.00
	-	<b>47,90,138.00</b>

## 10. Provisions

Particulars	As at March 31, 2021 Amount	As at March 31, 2020 Amount
Provision for Tax	13,99,000.00	11,19,000.00
	<b>13,99,000.00</b>	<b>11,19,000.00</b>

## 11. Other Current Liabilities

Particulars	As at March 31, 2021 Amount	As at March 31, 2020 Amount
Other Expenses Payable	-	-
	-	-

**12. Revenue from Operations**

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020
<b>Revenue from Operations</b>		
Contract Income		
Interest and Other Income	30,59,435.00	23,69,678.00
	<b>30,59,435.00</b>	<b>26,35,697.00</b>

**13. Other Income**

	For the year ended March 31, 2021	For the year ended March 31, 2020
Particulars	Amount	Amount
<b>Other Income</b>		
Other Income	-	3,27,091.38
Dividends Income	-	-
Rent Income	-	-
Discount & Rebate	-	-
Interest Income	-	-
Commission Received	-	-
Other Interest Income	-	-
	-	<b>3,27,091.38</b>

**14. Employee Benefit Expenses**

	For the year ended March 31, 2021	For the year ended March 31, 2020
Particulars	Amount	Amount
Salary Expenses	5,01,000.00	8,27,000.00
	<b>5,01,000.00</b>	<b>8,27,000.00</b>

**15. Finance Cost**

	For the year ended March 31, 2021	For the year ended March 31, 2020
Particulars	Amount	Amount
<b>Finance Cost</b>		
Interest Expenses	-	-
Bank charges	11,312.00	15,599.00
	<b>11,312.00</b>	<b>15,599.00</b>

**16. Other Expenses**

<b>Particulars</b>	<b>For the year ended March 31, 2021</b>	<b>For the year ended March 31, 2020</b>
	<b>Amount</b>	<b>Amount</b>
Accounting Charges	-	-
Advertisement Expenses	10,966.00	-
Audit Fees	35,000.00	30,000.00
AGM Expenses	-	54,000.00
Demat Charges	-	4,452.00
Donation	-	-
CDSL AMC Charges	75,520.00	22,754.00
Contract Expenses	-	6,00,000.00
Conveyance Expenses	-	-
Electricity Charges	-	39,405.00
Legal and Professional fees	-	-
Listing & Registration fees	7,54,795.00	-
NSDL amc	-	-
Office Expenses	1,60,000.00	1,46,,000.00
Other Expenses	1,36,000.00	70,000.00
Postage Expenses	-	-
Printing & stationery	-	-
Refreshments	-	-
Rent paid	-	65,000.00
RTA Expenses	-	-
Travelling Expense	-	-
Share Transfer Expenses	-	3200.00
Website Expenses	4,248.00	4,248.00
	<b>11,76,529.00</b>	<b>10,39,059.18</b>

The primary objective of Company's Capital Management is to maximise the shareholder's value without having any adverse impact on interests of other stakeholders. At the same time, the Company strives to maintain an optimal capital structure to reduce the cost of capital.

<b>Particulars</b>	<b>As at 'March 31, 2021</b>	<b>As at 'March 31, 2020</b>
	<b>Amount</b>	<b>Amount</b>
Total Debt (A)	-	47,90,138.00
Total Equity (B)	4,69,89,315.63	4,59,68,721,93.00
Gross Debt Equity Ratio (A/B)	-	<b>0.10</b>

Note: Amount received by way of CCDs, being compulsorily convertible into equity, has not been considered as debt but considered as equity for the purpose of Debt Equity Ratio as at April 1, 2020.



Particulars	As at 'March 31, 2021	As at 'March 31, 2020
	Amount	Amount
<b>Earnings Per Share</b>		
Number of Equity Shares of Rs. 10 each	37,32,050	37,32,050
Weighted average number of Equity Shares of Rs. 10 each	37,32,050	37,32,050
Net profit / (loss) for the year	10,20,593.70	6,25,111.20
Net profit / (loss) available to equity shareholders	10,20,593.70	6,25,111.20
Basic and diluted earnings per share	0.27	0.17

As per my report of even date attached

**FOR V S Shah And Associates**  
Chartered Accountants

**For and on behalf of Board of Directors**  
Pacheli Industrial Finance Limited

**Sd/-**  
**VAIBHAV SHAH**  
(PROPRIETOR)  
Membership No: 176087  
UDIN: 21176087AAAABM1011

**Sd/-**  
**Lavanya Keerthipati**  
(Additional Director)

**Sd/-**  
**Shahul Hameed Adam Bawa**  
(Additional Director)

**Sd/-**  
**NainerRawthar**  
(CEO)

Date: 28-06-2021  
Place: Chennai

**Sd/-**  
**Magimai Anand**  
(CFO)

**B. Other Equity**

Particulars	Reserves and Surplus		Total
	Capital Reserve	Retained Earnings	
<b>Balance as at April 1, 2019</b>	-	-	-
Profit for the year	-	-	-
Total Comprehensive Income for the year	-	-	-
Addition during the year	-	6,25,110.93	6,25,110.93
<b>Balance as at March 31, 2020</b>	-	6,25,110.93	6,25,110.93
Profit for the year	-	10,20,593.70	10,20,593.70
Total Comprehensive Income for the year	-	-	-
<b>Balance as at March 31, 2021</b>	-	<b>16,45,704.63</b>	<b>16,45,704.63</b>

As per my report of even date attached

**For V S Shah And Associates**  
Chartered Accountants

**For and on behalf of Board of Directors**  
Pacheli Industrial Finance Limited

**Sd/-**  
**VAIBHAV SHAH**  
**(PROPRIETOR)**  
**Membership No: 176087**  
**UDIN: 21176087AAAABM1011**

**Sd/-**  
**Lavanya Keerthipati**  
**(Additional Director)**

**Sd/-**  
**Shahul Hameed Adam Bawa**  
**(Additional Director)**

**Sd/-**  
**Nainer Rawthar**  
**(CEO)**

Date: 28-06-2021  
Place: Chennai

**Sd/-**  
**Magimai Anand**  
**(CFO)**