

POSTAL BALLOT NOTICE
(PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES
(MANAGEMENT AND ADMINISTRATION) RULES, 2014)

Dear Members,

Notice is hereby given that pursuant to Sections 108 ,110 and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "Companies Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (the "Rules"), Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosures Requirement) Regulations, 2015, as amended (the "SEBI Listing Regulations"), Secretarial Standards of India on General Meeting ("SS-2"), (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) to each of the foregoing, for the time being in force) , and other applicable laws and regulations, if any, and in accordance with the, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020 , 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 (the "MCA Circulars") in view of COVID-19 pandemic and any other applicable laws and regulations, the following items of special business are proposed to be passed by the Members of Pacheli Industrial Finance Limited (the "Company") through Postal Ballot ("Postal Ballot") by way of remote electronic voting ("E-Voting")

ITEM NO 1:

To alter/amend existing Clause III, the Object Clause, of the Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section(s) 4, 13 and 15 and all other applicable provisions, if any, of the Companies Act 2013, read with applicable Rules and Regulations framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 or any other applicable law(s), regulation(s), guideline(s), and subject to the approvals, consents, sanctions and permissions of the Central Government/ Stock exchange(s)/appropriate regulatory and statutory authorities, consent of the members of the Company be and is hereby accorded for adoption new clauses in the Memorandum of Association of the Company ("MOA") in accordance with Table A of Schedule I of the Companies Act 2013, effecting the following modifications and amendments in the existing MOA:-

1. The words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required under the applicable provisions.
2. Part A of Clause III of MOA shall now be titled as 'The Main Objects to be pursued by the Company on its Incorporation'
3. The Deletion of Para A sub clause (1) under clause 111 (A) and whole Para C under 111(C), other objects
4. Addition and insertion of following new sub-clauses as (1) to (15) in Para A of 111 (A) Main objects and the existing part 111(A) to be renumbered accordingly and shall read as under:

1. To carry on the business of hotel, guest house, lodging house, restaurant, conference centre, motel, holiday camp, leisure centre, centre for water sports, adventure sports, amusement parks and golf courses, theme parks, exhibition centres, movie theatres, discotheques, caravan site and apartment-house proprietors; to equip and furnish any such property for the purpose of letting it to visitors or guests or giving it on time sharing or property sharing basis by days, weeks, months, points and any undivided shares with our without holiday exchange basis both in India and outside India (including outright sale thereof) whether in single rooms, suits, chalets, villas, caravans, movable structures, cottages or otherwise and to buy, sell, import, produce, manufacture and deal in food and food products, meat, fish, groceries, fruit, confectionery, wine, spirits, beer and other beverages whether alcoholic or not.
2. To manage and to provide consultancy services and other services and facilities of every kind and sort for the management of hotels, lodging houses, resorts, motels and dwelling units, restaurants, cafes, refreshment rooms, clubs, gymnasiums, casinos, kitchen, canteens and for the sale of food and beverages of every kind and to manage and to provide consultancy services for all manners of entertainment, amusement and recreation and leisure sports of every description for the public in India and any part of the world.
3. To carry on the business of or to manage or provide consultancy services in connection with services related to and ordinarily provided by a hotel, motel, lodging house, resort, dwelling unit of every kind and sort including but not restricted to business centres, medical and health services, laundry, sports facilities and conference facilities and to carry on and engage in the business of providing consultative and technical services relating to the business of the company by way of market survey, preparing feasibility and project reports and to enter into any arrangements of licensing, chartering, brokerage, technical business or financial collaboration with any other party or concern, for Singular or mutual benefit of intake or outflow of know-how, whether existing or newly developed techniques, including any rights or special methods and trade secrets.
4. To carry on the business of or manage or provide consultancy services in connection with hospitality management schools, catering schools, hotel management schools, and other training institutions, professional colleges and training and educational institutions relating to the business of the company with or without any affiliation from Indian or foreign governments, universities or any other professional bodies, or individuals in India or abroad and to impart academic, professional or technical education to provide knowledge in the field of hospitality management or other related field.
5. To purchase, sell, develop, take in exchange, or on lease, hire or otherwise acquire, whether for investment or sale, or working the same, any real estate including lands, business, building, houses, cottages, shops, houses, flats, row houses, residential and commercial buildings, sheds, concessions, privileges, license, easement or interest in or with respect to any property whatsoever for the purposes or in relation to the holiday resort business of the company in Consideration for a gross sum or rent or for any other consideration and to rent, lease or sell or let out otherwise apartments, flats and other residential units therein and to provide for the conveniences commonly provided in flats, sites and residential and business quarters relating to the holiday resort business of the Company.
6. To carry on the business of travel agents, including the business of or render services pertaining to International & Domestic Tourism.
7. To promote tourism through designer packages which includes transportation, boarding & lodging within and outside India.
8. To do the business of Travel agency and as tour operators through Tourist Buses, Cars, Vans, Omni Bus either as owned services or through rental services.

9. To carry on business in India and elsewhere as manufacturers, producers, processors, formulators, sellers, importers, exporters, developers, marketers, merchants, distributors, repackers, traders and dealers in proprietary medicine, common medicinal preparations, vitamin preparations, elixirs, drops, tonics, other liquid drugs and medicines, injections, tablets, capsules, lotions, ointments, surgicals required in any discipline in medicines such as Allopathic, Homeopathy, Unani, Ayurvedic and any other medical line.
10. To carry on the business of preparing for sale or otherwise the formulae for the manufacture of pharmaceutical drugs and medicines, patent and proprietary medicines, common medicinal preparations, elixirs, drops, tonics, other liquid drugs and medicines, injections, tablets, capsules, lotions, ointments and surgicals.
11. To carry on the business of manufacturers of and importers and exporters of and dealers and distributors in pharmaceuticals, medical, chemical preparations and compounds, drugs and formulations and to carry on the business of manufacturing drugs and medicines, etc. on behalf of others.
12. To carry on business of biotechnology involving the development of biological organisms or their components for commercial or industrial processes involving molecular biology, genetic engineering, and recombinant DNA and also agricultural biotechnology, gene mapping, agricultural engineering, genetic engineering, animal biotechnology, genetic recombination, bioengineering, marine biotechnology, bioethics, microbial genetic engineering biotechnology, molecular cloning biotechnology, industries pharmaceutical biotechnology, cell nuclei-transplantation plant biotechnology, cloning protein engineering DNA.
13. To carry on the business to manufacture, process, LPG bottling, sell and deal in domestic and industrial gases for heating and lighting gas, steam, heat, light, electricity or any other motive power in gas and in liquid form.
14. To carry on the business of processors, LPG bottling and manufactures of oxygen, dissolved acetylene, nitrogen, argon, carbon dioxide, nitrous oxide, Freon, carbonic acid, liquefied petroleum gas and other gases or kindred substances or any compounds thereof by any process and of selling or supplying such gases, substances and compounds or any of them to such purposes as the compounds or any of them to such purposes as the company may from time to time think desirable.
15. To carry on the business of manufacture, sale and providing service of gas regulators, online regulators, LPG kits, CNG kits, vapourizers, oil tanks for vehicles.

RESOLVED FURTHER THAT in the Memorandum of Association of the Company, wherever required, reference to various sections of the Companies Act, 1956 be replaced with the reference to the corresponding sections of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds or things as may be deemed necessary to give effect to this resolution.”

ITEM NO 2:

To Shift Registered Office from the State of Maharashtra to the State of Tamil Nadu

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

“**RESOLVED THAT** subject to the provisions of Section 12, 13, 110 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any, (including any statutory modification(s) or re-

enactment thereof, for the time being in force), and subject to the approval of the Regional Director and such other approvals, permissions and sanctions, as may be required, consent of the members be and is hereby accorded for shifting the registered office of the Company from the State of Maharashtra to the State of Tamil Nadu and that the Clause II of the Memorandum of Association of the Company be substituted and replaced by a new clause which is as follows:

“II. The Registered office of the Company will be situated in the State of Tamil Nadu.”

RESOLVED FURTHER THAT upon the aforesaid resolution becoming effective, the registered office of the Company be shifted from C-001, Prathamesh Horizon, New link road, Borivali(w) Mumbai 400092 in situated under the jurisdiction of the Registrar of Companies, Maharashtra to No.25, Sai Empire Mezanine Floor First Main road United India Colony Kodambakkam Chennai 600024 situated under the jurisdiction of Registrar of Companies, Tamil Nadu.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors of the Company (hereinafter called the “Board”, which term shall be deemed to include any person (s) authorized and / or Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) or any officer so authorised by the Board, be and is hereby authorised to agree to obtain requisite approvals and permissions and to accept modifications/alterations in the above resolution, if any, specified by the aforesaid Authorities while confirming Company’s Application for change of Registered Office and to appoint counsels and advisors, file applications/ petitions, issue notice, advertisements, obtain orders of shifting of registered office from the concerned authorities and take such steps and to do such acts, deeds and things as they may deem necessary and proper in connection therewith and incidental thereto.”

ITEM NO 3:

Reclassification of Certain Persons from “Promoter Category” to “Public Category”

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

“RESOLVED THAT pursuant to Regulation 31A and other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (“the SEBI (LODR) Regulations”) and other applicable laws and subject to approval from stock exchange where the securities of Pacheli Industrial Finance Limited (“the Company”) are listed and other appropriate Statutory or Regulatory authority(ies) as may be required, the consent of the members of the Company be and is hereby accorded to re-classify the status of following persons from “Promoter and Promoter Group” category to “Public” category.

Name of the Promoter	No. of shares held	% of Paid up share Capital
Pankaj Padamchand Dhoot HUF	15900	0.43
Anuradha Dhoot	Nil	0.00
Padamchand Bhanvarlal Dhoot HUF	210	0.01
Padamchand Dhoot	3299	0.09
Pankaj Dhoot	39521	1.06
Prabha Periwal	Nil	0.00
Priti Deepak Rathi	205000	5.49
Total Investments Private Limited	84850	2.27

“RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded for taking note of the following as declared by the above shareholders and confirmed by the Board:

Promoter/ Promoter Group members seeking reclassification along with persons related to such Promoter do not:

- i. together, hold more than 10% of the voting rights of the Company;
- ii. exercise control over the affairs of the Company directly or indirectly;
- iii. have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. be represented on the board of directors (including not having a nominee director) of the Company
- v. act as a Key Managerial person in the Company;
- vi. be a ‘willful defaulter’ as per the Reserve Bank of India Guidelines;
- vii. be a fugitive economic offender under the Fugitive Economic Offenders Act, 2018..

RESOLVED FURTHER THAT on approval from Stock Exchange and Regulatory Authority (ies) as may be required for reclassification, the Company shall give effect to such reclassification in all records, disclosures and in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and compliance to Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other applicable provisions and in other records, filings etc. as may be relevant or necessary from such date as may be appropriate.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to submit the applications for reclassification to the Stock Exchange where the securities of the Company are listed and any other Regulatory Authority(ies) as may be required in this regard, represent and sign necessary applications, documents, undertaking etc. and to take such steps expedient or desirable to give effect to this resolution and further to do all such acts, deeds, matter or things as may be necessary and to settle any questions, difficulties or doubts that may arise in this regard and obtain any approvals, permissions or sanctions which may be necessary or desirable, as they may think.

RESOLVED FURTHER THAT copy of this resolution certified by any one of the Director of the Company, be provided to the concerned person(s) as may be necessary.”

For M/s. Pacheli Industrial Finance Limited

**Sd/-
Lavanya Keerthipati
Director
DIN: 08023130**

Place: Chennai

Date: 14th May, 2021

NOTES:

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013, ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended, setting out all material facts relating to the resolutions in this Notice are appended herein below for your information and consideration and the same shall be considered as part of this Postal Ballot Notice ("Notice").
2. All relevant documents referred to in this Notice requiring the approval of the Members shall be available for inspection by the Members. Members who wish to inspect the documents are requested to send an e-mail to info@pacheliindustrialfinance.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, if any, with a self-attested copy of their PAN card attached to the e-mail.
3. The Company has appointed Mrs. Lakshmmi Subramanian, Lakshmmi Subramanian & Associates, Practicing Company Secretaries (Membership No. 3534) as Scrutinizer for conducting the postal ballot process in a fair and transparent manner
4. On account of the outbreak of the COVID-19 pandemic, the Company is sending the Postal Ballot Notice in electronic form only, instead of dispatching hard copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope to the Members.
5. The Postal Ballot Notice along with the instructions regarding e-voting is being sent by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depository Central Depository Services (India) Limited (the "CDSL") as on Friday, May 21, 2021 (the "Cut-Off Date") and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, Skyline Financial Services Private Limited (the "RTA"), in accordance with the provisions of the Companies Act, 2013, read with the Rules made thereunder and the framework provided under the MCA circulars. This Notice is also available at the Company's website: www.pacheliindustrialfinance.com.
6. The Cut-Off Date is for determining the eligibility to receive this Notice and to vote by electronic means. Only a person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-Off Date shall be entitled to avail the facility of remote e-voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purpose only.
7. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations as amended from time to time and the MCA Circulars, the Company is pleased to offer remote e-voting facility to all the Members of the Company to cast their votes electronically.
8. The Company has engaged CDSL (hereinafter referred to as CDSL or "Service Provider") for facilitating remote e-voting to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form.
9. To facilitate the shareholders to receive this Notice electronically, the Company has made special arrangements with its RTA, for registration of e-mail addresses in terms of the General Circular No. 17/2020 dated April 13, 2020 issued by the MCA. The process for registration of e-mail address is as under:
 - a. Members who have not registered their e-mail address and in consequence the e-voting notice could not be serviced, may temporarily get their e-mail address registered with the Company's RTA, by subhashdhingreja@skylinerta.com and following the registration process as guided thereafter. Post successful registration of the e-mail, the Members will get soft copy of the Notice and the procedure for e-voting along with the User ID and Password to enable e-voting for this Postal Ballot. In case of any queries, Members may write to the RTA at

- b. It is clarified that for permanent registration of e-mail address, Members are requested to register their email addresses as follows:

Physical holding	By sending a request to the Company's RTA, M/s. Skyline Financial Services Private Limited at: subhashdhingreja@skylinerta.com. By providing name of the Member, folio number, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy) for registering e-mail address and mobile number
De-mat Holding	By contacting Depository Participant ("DP") and registering e-mail address and mobile number in demat account, as per the process advised by the DP.

- c. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their DP / the Company's RTA, to enable servicing of notices / documents / Annual Reports etc. electronically to their e-mail address.
10. The E-voting shall commence on Saturday, May 29, 2021 at 9:00 A.M. and ends on Sunday, June 27, 2021. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e May 21, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
11. The Scrutinizer will submit her report on the votes cast to the Chairman or any other authorized director of the Company or Company Secretary after the completion of the scrutiny of the postal ballot through e-voting. The results, along with the Scrutinizer report of the postal ballot shall be declared on or before Tuesday, June 29, 2021 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agents and shall also be displayed on the Company's website, www.pacheliindustrialfinance.com not less than forty eight hours from the conclusion of Postal Ballot . Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same were passed at a general meeting of the members convened in that regard. The resolution(s), if approved by the requisite majority of Members by means of Postal Ballot, shall be deemed to have been passed on the last date of e-voting, i.e Sunday, June 27, 2021.
12. **Instructions to shareholders for remote e voting**

In compliance with the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sections 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended), MCA Circulars and the Secretarial Standard on General Meetings, the Company is providing a facility to all its members to enable them to cast their vote on the matters listed in this Notice by electronic means (e-voting). The e-voting facility is provided by Central Depository Services (India) Limited

The instructions for shareholders voting electronically are as under:

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on Shareholders.
3. Now Enter your User ID
For CDSL: 16 digits beneficiary ID,
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
Members holding shares in Physical Form should enter Folio Number registered with the Company.

- Next enter the Image Verification as displayed and Click on Login.

If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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> <p><input type="checkbox"/> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p><input type="checkbox"/> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field</p>

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users

can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

16. Note for Non – Individual Shareholders and Custodians

- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- d. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e. 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.
- f. If you have any queries or issues regarding Postal e voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- g. All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- h. You may also send an e-mail to the Company at pacheliumar@gmail.com for any queries or information.

For Pacheli Industrial Finance Limited

**Sd/-
Lavanya Keerthipati
Director
DIN: 08023130**

Place: Chennai

Date: 14th May, 2021

STATEMENT OF MATERIAL FACTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement is furnished in respect of Special Business of the Postal Ballot Notice:

ITEM NO 1:

The Company is engaged in the business for providing loans to Real Estate and Developments. However, the Company now wants to pursue business of or manage or provide consultancy services related to hotels, lodging houses and other multiple services as stated in the resolution above amending the Memorandum instead of its existing activity of providing financial assistance to Real Estate and Developments. Hence the Company needs to align its Objects as per the newly added business activity by altering its object clause of Memorandum of Association.

The Companies Act, 2013 requires the Company to obtain the approval of members by way of Special Resolution for the alteration of the Memorandum of Association of the Company in respect of change of object clause. Such alteration in the Main Objects would require the approval of members by passing Special Resolution through Postal Ballot under Section 13 and other applicable provisions of Companies Act, 2013 read with Rule 22 of Companies (Management & Administration) Rules 2014.

The draft copy of the proposed Memorandum of Association of the Company is available for inspection at the Registered Office of the Company on all working days (except Saturdays) upto the date of meeting.

None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding.

The Board of Directors recommends passing the resolution(s) set out in Item No. 1 as a Special Resolution.

ITEM NO 2:

To Shift Registered Office from the State of Maharashtra to the State of Tamil Nadu

The Registered Office of the Company is currently situated at C-001, Prathamesh Horizon, New link road, Borivali(w) Mumbai 400092 where the day to day operations are carried on. In order to exercise better administrative and to streamline its operations as well as the management of affairs, the Board of Directors of the Company in its meeting held on, Wednesday, May 12, 2021 has recommended shifting of Registered office of the Company from Mumbai, State of Maharashtra to Chennai, State of Tamil Nadu.

Since, most of the Directors of the Company are located in Chennai so for better Administration and Management Control, Board of Directors are suggesting such shifting. The Board believes that this change would be in best interest of the Company and will not be detrimental to any of its stakeholders.

The Shifting of Registered Office from one State to another and alteration of Clause II of the MOA of the Company requires the approval of Members of the Company by means of Special resolution in terms of the provisions of Section 12, 13, 110 and other applicable provisions of Companies Act, 2013, read with relevant rules applicable, if any.

A copy of the Memorandum as on date and a copy indicating the proposed amendments is available for inspection at the registered office of the Company on all working days (except Saturdays) upto the date of Meeting.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution except to the extent of their shareholding.

The Board of Directors recommends passing the resolution(s) set out in Item No.2 as a Special Resolution.

ITEM NO 3:

Reclassification of Certain Persons from “Promoter Category” to “Public Category”

The Company has received the request from certain persons for reclassification of their status from Promoter/Promoter Group category to Public category dated 13th May, 2021 under Regulation 31A of SEBI (LODR) Regulations, 2015.

Details of their shareholding in the Company are as under:

Name of the Promoter	No. of shares held	% of Paid up share Capital
Pankaj Padamchand Dhoot HUF	15900	0.43
Anuradha Dhoot	Nil	0.00
Padamchand Bhanvarlal Dhoot HUF	210	0.01
Padamchand Dhoot	3299	0.09
Pankaj Dhoot	39521	1.06
Prabha Periwal	Nil	0.00
Priti Deepak Rathi	205000	5.49
Total Investments Private Limited	84850	2.27

The requests received were placed before the Board at their meeting held on Friday, May 14th, 2021. The Board of Directors has approved the requests for reclassification of the aforesaid members from Promoter/Promoter Group category to Public category of the Company, subject to approval of members and the Stock Exchange. The above shareholders have declared the following and the same has been confirmed by the Board of Directors:

- i. They do not hold more than ten percent of the total voting rights in the Company;
- ii. They do not exercise control over the affairs of the Company directly or indirectly;
- iii. They have no special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv. They are not represented on the Board of Directors (including not having a nominee Director) of the Company;
- v. They do not act as Key Managerial person in the Company;
- vi. They are not ‘willful defaulter’ as per the Reserve Bank of India Guidelines;
- vii. They are not fugitive economic offender under the Fugitive Economic Offenders Act, 2018..

Further as per the existing provisions of SEBI (LODR) Regulations, 2015, it is permissible for reclassification of promoters as public category subject to compliance of provisions of Regulations 31A and approval of members and subsequent approval of stock exchange and other Regulatory Authorities if, any.

In view of the above and in consideration to the conditions as stipulated in Regulation 31A of the SEBI (LODR) Regulations, 2015, the Board of Directors of the Company recommends the passing of the Resolution as set out in the Notice for the approval of the Members of the Company as an Ordinary Resolution.

None of the Directors, key managerial personnel of the Company or their relatives are in any way, concerned or interested financially or otherwise in the resolution except to the extent of their shareholding, if any.

For Pacheli Industrial Finance Limited

Sd/-

Lavanya Keerthipati

Director

DIN: 08023130

Place: Chennai

Date: 14th May, 2021