



Pacheli Industrial Finance Limited

(Formerly Known as "Dhoot Industries Limited")

32nd ANNUAL REPORT

2016-2017



Board of Directors	2
Notice	3
Directors’ Report	10
CEO/CFO Certification	24
Auditors’ Report	25
Balance Sheet	29
Profit & Loss Account	30
Notes to Accounts	31
Cash Flow Statement	35
Attendance Slip & Proxy Form	37

PACHELI INDUSTRIAL FINANCE LIMITED
(Formerly Known as “DHOOT INDUSTRIES LIMITED”)

32ND ANNUAL REPORT 2016-2017

BOARD OF DIRECTORS:

Mr. Padamchand Bhanvarlal Dhoot	:	Managing Director & Chief Executive Officer (DIN: 01344573)
Mrs. Pushpadevi Padamchand Dhoot	:	Promoter Director (DIN: 00118140)
Mr. Jugalkishore Tapadia	:	Independent Non-Executive Director (DIN: 00363415)
Mr. Nitin Agrawal	:	Independent Non-Executive Director (DIN: 03315678)
Mr. Ramesh Khetan	:	Independent Non-Executive Director (DIN: 03315837)
Mr. Pankaj Padamchand Dhoot	:	Chief Financial Officer
Ms. Nazia Khalil Sayyed	:	Company Secretary & Compliance Officer(Upto 14/02/2017)

STATUTORY AUDITORS:

Shyam C. Agrawal & Co.
Chartered Accountants,
Mumbai

SECRETARIAL AUDITORS:

HS Associates
Practicing Company Secretaries
Mumbai

BANKERS:

Axis Bank Limited
Rameshwar Co-op Bank Ltd.

REGISTRARS & SHARE TRANSFER AGENTS:

Skyline Financial Services Pvt Ltd
D-153 /A, 1st Floor,
Okhla Industrial Area Phase – I
New Delhi – 110020, India.
CIN: U74899DL1995PTC071324

REGISTERED OFFICE:

C-001, Prathamesh Horizon,
New Link Road, Borivali (West),
Mumbai – 400092, Maharashtra, India.
CIN: L67120MH1985PLC037772
Tel.: 022-66970244/45; Fax.: 022-28689842
E-Mail: dhoot_2000@rediffmail.com
Website: www.pacheliindustrialfinance.com

SHARES LISTED AT:

The BSE Limited

32nd ANNUAL GENERAL MEETING:

Date: September 27, 2017

Day: Wednesday

Time: 10.00 a.m.

Place: Office No. 4, Prathamesh Leela, New Link Road,
Borivali (West) Mumbai-400092, Maharashtra, India.

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 32nd ANNUAL GENERAL MEETING OF PACHELI INDUSTRIAL FINANCE LIMITED (FORMERLY KNOWN AS "DHOOT INDUSTRIES LIMITED") WILL BE HELD ON WEDNESDAY THE SEPTEMBER 27, 2017 AT 10.00 a.m. AT OFFICE NO.4, PRATHAMESH LEELA, NEW LINK ROAD, BORIVALI (WEST) MUMBAI-400092, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2017 including audited Balance sheet as at March 31, 2017 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Pushpadevi Padamchand Dhoot (DIN: 00118140), Director of the Company who retires by rotation and being eligible offers herself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139,142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder as amended from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. V S Shah And Associates, Chartered Accountants (Firm Registration No. 143857W) be and are hereby appointed as statutory auditors of the Company, in place of the retiring Statutory Auditors M/s. S Shyam C. Agrawal & Co., Chartered Accountants (Firm Registration No. 101496W), to hold office for a term of five years from the conclusion of the thirty-second annual general meeting (AGM) until the conclusion of the thirty-seventh AGM of the Company, subject to ratification of the appointment by the members at every AGM held after this thirty-second AGM, and the Board of Directors of the Company be and are hereby authorized to fix the remuneration of Rs.60,000/- per annum payable to them for the financial year ending March 31st, 2018.

SPECIAL BUSINESS:

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

To charge and incur actual expenses in advance pursuant to Section 20 of the Companies Act, 2013.

"RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, consent of the members of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company."

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

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

Sd/-

**Date: August 14, 2017
Place: Mumbai**

**PADAMCHAND DHOOT
MANAGING DIRECTOR & CEO
DIN: 01344573**

REGISTERED OFFICE:

C-001, Prathamesh Horizon,
New Link Road, Borivali (West),
Mumbai – 400092, Maharashtra, India.
CIN: L67120MH1985PLC037772
Tel.: 022-66970244/45; Fax. : 022-28689842
E-Mail: dhoot_2000@rediffmail.com
Website: www.pacheliindustrialfinance.com

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.** A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the Commencement of the meetings. Proxies submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. **Every** member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. The Company has notified closure of Register of Members and Share Transfer Books from **Wednesday the 20th September, 2017 to Wednesday the 27th September, 2017** (both days inclusive) for determining the names of members eligible for dividend on Equity Shares, if declared at the Meeting.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Relevant documents referred to in the accompanying Notice and the Statement is open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
7. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2016 - 2017 are being sent by e-mail to those Members who have registered their e-mail address with the Company's Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
8. Members holding shares in electronic form may note that as per the regulations of NSDL and CDSL, the Company is obliged to print the details on the dividend warrants as furnished by these Depositories i.e. bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised by the members only to their DPs.
9. Members are advised to register/update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company's RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
10. Members desiring any relevant information on accounts at the 32nd Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company's registered office at least 7 days before the date of the 32nd Annual General Meeting, so as to enable the Company to keep the information ready.
11. Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members are requested to produce the attendance slip duly signed along with photo identity proof i.e. Pan Card / Driving licence / Passport Copy, if any, at the entrance of venue.
12. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
13. Members, who hold shares in:
 - i. Multiple De-mat accounts and/ or
 - ii. One or more folios in physical form are advised to consolidate their holdings in single De-mat account.
14. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.

15. Members please note that as a measure of economy, copies of the Annual Report of the 32nd Annual General Meeting will not be distributed at the venue.
16. Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. Confidentiality of Security Details: Do not disclose your Folio Nos. / DP ID / Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
18. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
19. Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e-voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid.
20. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday, the September 20, 2017 may cast their vote electronically.
21. In Compliance with the provisions of section 108 of the Act and the Rules framed thereunder, and the Clause 44 of the SEBI (LODR), Regulations, 2015 the members are provided with the facility to cast their votes electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed Members through Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the AGM.
22. Mr. Hemant Shetye, Partner of HS Associates, Company Secretaries, C.P. No. 1483; Practicing Company Secretary [Membership No.FCS: 2827], has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
23. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be above to exercise their right at the meeting.
24. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
25. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast through ballot Form shall be treated as invalid.
26. Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form (enclosed with the Annual Report) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Company Secretaries, C.P. No.1483 ; Practicing Company Secretary (Membership No. FCS: 2827), at the Registered Office of the Company not later than Tuesday the September 26th, 2017 (5.00 p.m. IST). Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to dhoot_2000@rediffmail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach M/s. Skyline Financial Services Pvt Ltd Unit: PACHELI INDUSTRIAL FINANCE LIMITED (Formerly known as "DHOOT INDUSTRIES LIMITED") D- 153 / A, 01st Floor, Okhla Industrial Area Phase – I , New Delhi – 110020, Tel No.: 011-26812682, 83, 011-264732681 to 88 Fax No. 011-26812682 not later than Tuesday the September 26th, 2017, 2017 (5.00 p.m. IST). Assent / Dissent Form received after this date will be treated as invalid.
27. **The instructions for shareholders voting electronically are as under:**
 - i. The voting period begins on Sunday the September 24th, 2017 (09:00 a.m. IST) and ends on Tuesday the September 26, 2017 (05:00 p.m. IST). 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 **Wednesday the 20th September, 2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - iii. The shareholders should log on to the e-voting website www.evotingindia.com.

- iv. Click on Shareholders.
- v. 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.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. 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.
- viii. If you are a first-time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>For demat shareholders: Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<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> <ul style="list-style-type: none"> 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 as mentioned in instruction (v).

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. 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.
- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN – **170901045** for the relevant PACHELI INDUSTRIAL FINANCE LIMITED (Formerly known as "DHOOT INDUSTRIES LIMITED") on which you choose to vote.
- xiii. 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.
- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. **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 and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- 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.
 - 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.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx. 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.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

A. Other instructions:

- a. The e-voting period commence on **24th September, 2017 (09:00 a.m. IST) and ends on Tuesday the September 26, 2017 (05:00 p.m. IST)**. 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 2017 may cast their vote electronically.
 - b. 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 (record date) of **Wednesday the 20th September, 2017**.
 - c. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
 - d. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the company and make, not later than three days for conclusion of the meeting, a consolidated Scrutinizers report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
 - e. The Results declared along with the Scrutinizers Report shall be placed on the Company's website <http://www.pacheliindustrialfinance.com> and on the website of CDSL www.evoting.cdsl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE ("BSE"), where the shares of the Company are listed.
28. The shareholders can also access the Annual Report 2016 - 2017 of the Company circulated to the Members of the Company and other information about the Company on Company's website i.e. www.pacheliindustrialfinance.com or on Stock Exchange websites, which are www.bseindia.com
 29. Members are requested to come and occupy their seats at least 15 minutes before commencement of 32nd Annual General Meeting. Due to SECURITY REASONS, note that briefcase / bags / eatables / electronic gadgets such as a mobile, laptop, camera, etc., will NOT be allowed along with members / proxies in the 32nd Annual General Meeting venue during meeting hours. In case any member/proxy brings electronic gadgets or other items mentioned above the same has to be deposited with security outside the 32nd AGM venue at the owners' risk.
 30. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company requesting the Company to consolidate their holdings in one folio.
 31. As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standards for General Meeting issued by Institute of Company Secretaries of India **"NO GIFTS, GIFT COUPONS OR CASH IN LIEU OF GIFTS SHALL BE DISTRIBUTED TO MEMBERS AT OR IN CONNECTION WITH THE 32ND ANNUAL GENERAL MEETING"**.

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

Particulars	Mrs. Pushpadevi Padamchand Dhoot (DIN: 00118140)
Age	67
Qualification	Undergraduate
Expertise in specific functional areas	Marketing
Directorship held in other public companies (excluding Foreign Companies and Section 8 Companies)	NIL
Membership / Chairmanship of Committee of other Public Companies (includes only Audit and Stakeholder Relationship Committee)	NIL
Number of shares held in the Company	167600

Item No. 5:

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-Section (2) of the Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the Company in its Annual General Meeting.

Accordingly, the Board of Directors, have proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution set out in item no. 5 of the notice.

The Board of Directors recommend the Ordinary Resolution set out in item no. 5 of the accompanying Notice for the approval of the Members of the Company.

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

Sd/-

**PADAMCHAND DHOOT
MANAGING DIRECTOR & CEO
DIN: 01344573**

**Date: 14-08-2017
Place: Mumbai**

DIRECTOR'S REPORT

To,
The Members,
PACHELI INDUSTRIAL FINANCE LIMITED
(Formerly known as "**DHOOT INDUSTRIES LIMITED**")

Your Directors have great pleasure in presenting **32nd Annual Report** along with the Audited Balance Sheet and Profit and Loss Account, for the year ended **March 31, 2017**.

1. FINANCIAL RESULTS:

PARTICULARS	(Amt. In Rs.)	
	Year ended	
	2017	2016
Total Income	3,720,748	3,216,395
Total Expenditure	2,563,980	2,427,209
Gross Profit/(Loss) before Depreciation & Tax	1,156,768	7,89,186
Add/Less: Depreciation (Net)	---	---
Profit / (Loss) before Taxation	1,156,768	789,186
Less: Provision for Taxation		
Current Tax	350,000	--
Deferred Tax	---	--
Income Tax of Previous Years	---	(6,575)
Net Profit/(Loss) after Taxation	806,768	795,761
Transfer from General Reserve:		
Balance Brought forward from previous year	3,258,897	2,463,136
Balance carried forward to Balance Sheet	4,065,665	3,258,897

During the year, the company has submitted application for Certificate of registration pursuant to section 45IA of Reserve Bank of India Act, 1934 to commence business of a Non-Banking Financial Company (NBFC) with RBI. However, as date of this report the Certificate of Registration is not obtained.

2. DIVIDEND:

In order to conserve the resources, Your Directors did not recommend any dividend for this year.

3. DEPOSITS:

During the year under review, your Company has not accepted any deposit within the meaning of Sections 73 and 74 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force).

4. EXTRACT OF ANNUAL RETURN:

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in **Annexure A** and is attached to this Report.

5. NUMBER OF BOARD MEETINGS OF THE BOARD:

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative annual calendar of the Board and Committee Meetings is circulated to the Directors in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolutions through circulation, as permitted by law, which are confirmed in the subsequent Board meeting.

The Board met 4 (Four) times during the financial year ended March 31, 2017. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013. The maximum interval between any two meetings did not exceed 120 days as prescribed under the Companies Act, 2013.

6. DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors hereby confirms:

- In the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures

- ii) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the Profit or Loss of the Company for that period.
- iii) That the Directors have taken proper and sufficient care for the maintenances of adequate accounting records in accordance with the provision of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating

7. DECLARATION OF INDEPENDENT DIRECTORS:

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(7) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

8. POLICY ON DIRECTORS APPOINTMENT, REMUNERATION & BOARDS PERFORMANCE:

During the year, the Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process covering various aspects of the Boards functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, governance issues etc. Separate exercise was carried out to evaluate the performance of individual Directors including the Board Chairman who were evaluated on parameters such as attendance, contribution at the meetings and otherwise, independent judgment, safeguarding of minority shareholders interest etc.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors were carried out by the Independent Directors. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

9. COMMENTS ON AUDITOR'S REPORT:

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai, in their report.

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

10. AUDITORS:

As per the provisions of the Act, the period of office of M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai (Firm Registration No as 110243W), Statutory Auditors of the Company, expires at the conclusion of the ensuing Annual General Meeting.

It is proposed to appoint M/s. V S Shah and Associates, Chartered Accountants (Firm Registration No. 143857W) statutory Auditors of the Company, for a term of 5 (five) consecutive years. M/s. V S Shah and Associates, Chartered Accountants, have confirmed their eligibility and qualification required under the Act for holding the office, as Statutory Auditors of the Company.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation, adverse remark or disclaimer.

11. SECRETARIAL AUDITOR & REPORT:

The Board of Directors of the Company has appointed M/s. HS Associates, Practicing Company Secretary; to conduct the Secretarial Audit for the financial year 2016-2017. The Secretarial audit report for the financial year ended March 31, 2017 is **Annexure B** to this Report.

The Company is in the processes of regularizing the defaults under section 73 and 203 of the Companies Act, 2014.

12. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Retirement by rotation and subsequent re-appointment:

Mrs. Pushpadevi Padamchand Dhoot (DIN: 00118140), is liable to retire by rotation at the ensuing AGM pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and being eligible have offered herself for reappointment.

Ms. Nazia Sayyed has resigned as a Compliance officer w.e.f. February 14, 2017.

13. INTERNAL AUDITORS:

As per section 138 of the Companies Act, 2013. The Company has appointed Ms. Neelam Lahoti, Chartered accountant as Internal Auditors for the year to 2016-2017 to conduct the internal audit and to ensure adequacy of the Internal controls, adherence to Company's policies and ensure statutory and other compliance through, periodical checks and internal audit

14. CORPORATE GOVERNANCE:

The Company falls under the criteria 15(2) (a) of the SEBI (Listing Obligations & Disclosure Requirements) (LODR) Regulations, 2015 as the Paid-up capital of the Company was below Rs. 100,000,000/- (Rupees Ten Crores Only) and Net Worth was below Rs. 250,000,000/- (Rupees Twenty-Five Crores Only) as on the last day of the previous financial year.

As on March 31, 2017, the Company's Paid up Capital is of Rs.3,73,20,500/- (Rupees Three Crores Seventy-Three Lakhs Twenty Thousand Five Hundred Only) and Net worth is of Rs.4,32,13,897/- (Rupees Four Crores Thirty-Two Lakhs Thirteen Thousand Eight Hundred and Ninety-Seven only).

Hence, compliance with Corporate Governance provisions as per SEBI (LODR) Regulations, 2015 are not applicable to the Company.

15. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

The particulars of loans, guarantees and investments made under section 186 of the Companies Act, 2013 – N.A.

16. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES:

There were no transactions entered into with related parties as defined under Companies Act, 2013 during the year were in the ordinary course of business and on an arm's length basis, and did not attract provisions of Section 188 of Companies Act, 2013 relating to approval of shareholders. There have been no material related party transactions undertaken by the Company under Section 188 of the Companies Act, 2013 and hence, no details have been enclosed pursuant to clause (h) of subsection (3) of Section 134 of Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules 2014 – 'AOC-2'.

17. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS:

There were no significant and material orders passed by the Regulators or Courts or tribunals during the financial year which would impact the going concern status of the Company and its future operations.

18. STATEMENT IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Board hereby reports that the Internal Financial Controls were reviewed by the Audit Committee and there were adequate Internal Financial Controls existed in the Company with respect to the Financial Statements for year ended on 31st March, 2017 and the Internal Financial Controls are operating effectively.

19. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

There were no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report.

20. CONSERVATION OF ENERGY, TECHNOLOGY & FOREIGN EXCHANGE:

Information on conservation of energy, technology absorption, foreign exchange earnings and out go, is required to be given pursuant to provision of Section 134 of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 is not applicable to Company.

21. WHISTLE BLOWER POLICY/VIGIL MECHANISM:

The Company has established a vigil mechanism for Directors and employees to report their genuine concerns, details of which have been given in the Corporate Governance Report annexed to this Report.

The Vigil Mechanism Policy is available at the website of the company: www.pacheliindustrialfinance.com

22. RISK MANAGEMENT POLICY:

The Company has laid down sufficient procedures about risk assessment and its elimination and/or its minimization.

The Company has adopted a Policy on Risk Management, to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the Company's business. In order to achieve the key objective, this Policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

The Company's management systems, organizational structures, processes, standards, code of conduct, Internal Control and Internal Audit methodologies and processes that governs how the Company conducts the business of the Company and manages associated risks.

23. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT:

The Management's Discussion and Analysis Report for the year under review, is annexed as **ANNEXURE C** of this report.

24. PARTICULARS OF EMPLOYEES:

During the Financial Year the Company does not have any employee who was drawing remuneration required to be disclosed pursuant to the Section 197 of Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

25. SUBSIDIARIES:

Since the Company has no subsidiaries, provision of Section 212 of the Companies Act, 1956 is not applicable.

26. CORPORATE SOCIAL RESPONSIBILITY:

The Provisions of Section 134(3) (o) and Section 135 of the Companies Act, 2013 read with Rule 8 of Companies (CSR Policy) Rules, 2014 regarding corporate social responsibility do not apply to the company for the period under review.

27. ACKNOWLEDGEMENTS:

The Directors take this opportunity to thank all the employees, Banks and Customers for their contribution to the Company's performance during the year under review.

**By Order of the Board
For PACHELI INDUSTRIAL FINANCE LIMITED
(Formerly known as "DHOOT INDUSTRIES LIMITED")**

Sd/-

DATE: 14th August, 2017
PLACE: MUMBAI

**PADAMCHAND DHOOT
MANAGING DIRECTOR & CHAIRMAN
DIN: 01344573**

FORM NO. MGT - 9
EXTRACT OF ANNUAL RETURN
As on the financial year ended 31.03.2016
[Pursuant to Section 92(3) of the Companies Act, 2013, and Rule 12(1) of the
Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L67120MH1985PLC037772
ii	Registration Date	October 16, 1985
iii	Name of the Company	Pacheli Industrial Finance Limited (Formerly known as “ <i>Dhoot Industries Limited</i> ”)
iv	Category/Sub-Category of the Company	Public Company/Limited by shares
v	Whether listed Company (Yes/No)	Yes/No
vi	Address of the Registered Office and contact details	C-001, Prathamesh Horizon, New Link Road, Borivali (West), Mumbai – 400092, Maharashtra, India.
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Pvt Limited D-153 /A, 1 st Floor, Okhla Industrial Area Phase – I New Delhi – 110020, India. Tel No.: 011-26812682, 83, 011-264732681 to 88 Fax No.:011-26812682

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the company shall be stated: -

Sr. No.	Name and Description of Main Product/Services	NIC Code of the Product	% to total turnover of the Company
1.	Real Estate Activities	68	60%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No.	Name and Address of the Company	CIN/GIN	Holding/ Subsidiary of the Company	% of shares held	Applicable Section
	N.A	N.A	N.A	N.A	N.A

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01-04-2016				No. of Shares held at the end of the year i.e. 31-03-2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	978238	0	978238	26.21	1006401	-	1006401	26.97	3.70
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s).	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	233850	0	233850	6.27	233850	-	233850	6.27	0
e) Bank/ FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1)	1212088	0	1212088	32.48	1240251	-	1240251	33.23	3.70
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Bank/ FI	0	0	0	0	0	0	0	0	0
e) Any Other	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	1212088	0	1212088	32.48	1240251	-	1240251	33.23	3.70
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Bank/ FI	130000	40400	170400	4.57	130000	40400	170400	4.57	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt(s).	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B)(1)	130000	40400	170400	4.57	130000	40400	170400	4.57	0
2. Non-Institutions									
a) Bodies Corp.	27714	226700	254414	6.82	22148	243800	265948	0.27	0.056
i) Indian	0	0	0	0	0	0	0	0	0
i) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	354509	1665108	2019617	54.12	332292	1658900	1991192	2.00	-0.89
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	10500	10492	20992	0.56	30292	10500	40792	0.04	-3.69
c) Others (specify)									
(i) Hindu Undivided Family	14767	0	14767	0.40	14767	1000	15767	0.02	0.40

(ii) Foreign Companies	0	15800	15800	0.42	0	-	-	-	0.00
(ii) Non-Resident Indians (Non Repat)	100	0	100	100	1000	600	1600	0.00	0.0027
(iv) Non-Resident Indians (Repat)	2900	4600	7500	0.20	2000	4000	6000	0.01	0.20
(v) Clearing Member	16372	0	16372	0.44	-	100	100	0.00	0.44
Sub Total (B) –(2)	426862	1922700	2349562	62.96	402499	1918900	2321399	62.20	-3.70
Total Public shareholding (B)(1) + (B)(2)	556862	1963100	2519962	67.52	532499	1959300	2491799	66.76	-3.70
Grand Total (A+B+C)	1768950	1963100	3732050	100	1772750	1959300	3732050	100.00	0.0000

(ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year i.e.01-04-2016			Shareholding at the end of the year i.e. 31-03-2017			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1.	Padamchand Dhoot	3,86,982	10.37	0.00	3,96,675	10.63	0.00	0.26
2.	Total Investments Private Limited	2,33,850	6.27	0.00	2,33,850	6.27	0.00	0.00
3	Padamchand Dhoot (HUF)	1,38,235	3.70	0.00	1,56,705	4.20	0.00	0.49
4.	Pushpadevi Dhoot	1,67,600	4.49	0.00	1,67,600	4.49	0.00	0.00
5.	Priti Deepak Rathi	2,05,000	5.49	0.00	2,05,000	5.49	0.00	0.00
6.	Pankaj Dhoot	39,521	1.06	0.00	39,521	1.06	0.00	0.00
7.	Pankaj Dhoot HUF	15,900	0.43	0.00	15,900	0.43	0.00	0.00
8.	Prabha Periwal	15,000	0.40	0.00	15,000	0.40	0.00	0.00
9.	Anuradha Dhoot	10,000	0.27	0.00	10,000	0.27	0.00	0.00
	TOTAL	12,12,088	32.48	0.00	12,40,251	33.24	0.00	0.75

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sr. No.	Name	Shareholding at the beginning of the year i.e. 01-04-2016		Date	Increase/(Decrease) in shareholding	Reason	Cumulative Shareholding during the year i.e. (01.04.2016 to 31-03-2017)	
		No. of Shares	% of total Shares of the company				No. of Shares	% of total Shares of the company
1.	Padamchand Dhoot (HUF)	1,38,235	3.704	01-04-2016				
				30-12-2016	18,470	Purchase	1,56,705	4.20
				31-03-2017			1,56,705	4.20
2.	Padamchand Dhoot	3,86,982	10.37	01-04-2016	3,86,982			
				11-11-2016	2000	Purchase	3,88,982	10.42
				30-12-2016	138	Purchase	3,89,120	10.43
				06-01-2017	436	Purchase	3,89,556	10.44
				13-01-2017	79	Purchase	3,89,635	10.44
				20-01-2017	5245	Purchase	3,94,880	10.58

				27-01-2017	1176	Purchase	3,96,056	10.61
				03-03-2017	619	Purchase	3,96,675	10.63
				31-03-2017			3,96,675	10.63

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.		Shareholding at the beginning of the year 01-04-2016		Date	Reason	Increase/ (Decrease) in shareholding	Cumulative Shareholding during the year 31-03-2017		Shareholding at the end of the year as at 31-03-2017	
		No. of Shares	% of total Shares of the company				Shares	% of total Shares	No. of Shares	% of total Shares of the company
1.	PNB Capital Services Ltd	160000	4.29	Nil	Nil	Nil	0.00	0.00	160000	4.29
2.	Central Bank of India	54100	1.45	Nil	Nil	Nil	0.00	0.00	54100	1.45
3	UCO Bank	47900	1.28	Nil	Nil	Nil	0.00	0.00	47900	1.28
4	Inter Corporate Financiers & Consultants Ltd	47900	1.28	Nil	Nil	Nil	0.00	0.00	47900	1.28
5	South Indian Bank Ltd	28300	0.75	Nil	Nil	Nil	0.00	0.00	28300	0.75
6	Saraswat Co-Op Bank Ltd	28000	0.75	Nil	Nil	Nil	0.00	0.00	28000	0.75
7	Sukaran Investments Limited	15800	0.42	Nil	Nil	Nil	0.00	0.00	15800	0.42
8	ARCADIA SHARES AND STOCK BROKERS PVT LTD	13472	0.36	21.12.2016	Sell	(13472)	0.00	-0.36	13472	-0.36
8	Shamsunder Toshniwal	10500	0.28	Nil	Nil	Nil	0.00	0.00	10500	0.28
9	Rajkumari Girdhardas Rathi	10492	0.28	13.01.2017	transfer	(200)	10,292	0.01	10,292	0.27
10	Ladhu Lal Soni	10000	0.26	Nil	Nil	Nil	0.00	0.00	10000	0.26

(v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.		Shareholding at the beginning of the year 01.04.2016		Cumulative Shareholding during the year i.e. 31-03-2017	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Padamchand Bhanvarlal Dhoot	386982	10.37	396675	10.63
2.	Pushpadevi Padamchand Dhoot	167600	4.49	167600	4.49
3.	Jugalkishore Chhaganlal Tapadia	Nil	Nil	10000	0.27
4.	Nitin Ashok Agrawal	Nil	Nil	NIL	NIL
5.	Ramesh Kumar Khetan	Nil	Nil	NIL	NIL
6.	Pankaj Padamchand Dhoot	39521	1.06	39521	1.06
7.	Nazia Khalil Sayyed	Nil	Nil	NIL	NIL

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	--	1,20,35,587	--	1,20,35,587
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	--	1,20,35,587	--	1,20,35,587
Change in Indebtedness during the financial year				
• Addition	--	80,14,785	--	80,14,785
• Reduction				
Net Change	--	80,14,785	--	80,14,785
Indebtedness at end of the financial year				
i) Principal Amount	--	2,00,50,372	--	2,00,50,372
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	--	2,00,50,372	--	2,00,50,372

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (NOT APPLICABLE)

A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
1.	Gross Salary	--	--	--	--
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	--	--	--	--
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	--	--	--	--
2.	Stock Option	--	--	--	--
3.	Sweat Equity	--	--	--	--
4.	Commission - As % of Profit - Others, specify	--	--	--	--
5.	Others, please specify	--	--	--	--
	Total (A)	--	--	--	--
	Ceiling as per the Act	--	--	--	--

B. Remuneration of other directors: (NOT APPLICABLE)

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount
		*****	*****	*****	
	Independent Directors				
	• Fee for attending board committee meetings				
	• Commission				
	• Others, please specify				
	Total (1)				
	Other Non-Executive Directors				

	• Fee for attending board committee meetings				
	• Commission				
	• Others, please specify				
	Total (2)				
	Total (B) = (1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/ Manager/ Whole Time Director:

Sr. No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		P.C. Dhoot CEO	Pankaj Dhoot CFO	
1.	Gross Salary			
	(a) Salary as per provisions contained in section 17(1)of the Income Tax Act	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	Nil	Nil	Nil
2.	Stock Option	Nil	Nil	Nil
3.	Sweat Equity	Nil	Nil	Nil
4.	Commission - As % of Profit - Others, specify	Nil	Nil	Nil
5.	Others, please specify	Nil	Nil	Nil
	Total	Nil	Nil	Nil

VII. PENALTIES/ PUNISHMENT/ COMPOUNDING OF OFFENCES: (NOT APPLICABLE)

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compoundi ng fees imposed	Authority [RD/NCLT/COURT]	Appeal, if any (give details)
A. COMPANY					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
B. DIRECTORS					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
C. OTHER OFFICERS IN DEFAULT					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--

By Order of the Board
For PACHELI INDUSTRIAL FINANCE LIMITED
(Formerly known as “DHOOT INDUSTRIES LIMITED”)

Sd/-

DATE: 14th August, 2017
PLACE: MUMBAI

PADAMCHAND DHOOT
MANAGING DIRECTOR & CHAIRMAN
DIN: 01344573

SECRETARIAL AUDIT REPORT

Form No. MR-3

FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2017.

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
PACHELI INDUSTRIAL FINANCE LIMITED

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices 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 Pacheli Industrial Finance Limited, books, papers, minute 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 audit year covering the financial year ended on **March 31, 2017**, 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 and minute books, Forms and returns filed and other records maintained by Pacheli Industrial Finance Limited ("**The Company**"), for the year ended on March 31, 2017 according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder.
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made there under;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**'): -
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (Not applicable to the Company during the audit period)
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (Not applicable to the Company during the Audit Period);
 - e. The Securities and Exchange Board of India (issue and listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the Audit Period)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with Client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the Audit period) and
 - h. The Securities and Exchange Board of India (Buy back of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period).
- VI. As informed by the Management there are no specific laws applicable to the Company, hence the details of the same are not produced in this Report.

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

- a. Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
- b. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

During the year under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards and Listing Agreement/Obligations mentioned above subject to the following observations:

- During the year, the company has submitted application for Certificate of registration pursuant to section 45IA of Reserve Bank of India Act, 1934 to commence business of a Non-Banking Financial Company (NBFC) with RBI. However, as on signing of this report the Certificate of Registration is not obtained.
- During the year, the Company has appointed Company Secretary as required pursuant to Section 203 and other applicable provisions of the Companies Act, 2013 and Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014. However, the Company Secretary has resigned w.e.f. 14th February, 2017. As on the date of signing of this Report, Company Secretary was not in employment of the Company.
- During the year, the Company has accepted unsecured loans from other than Directors falling within the meaning of Deposit pursuant to section 73 of the Companies Act, 2013 and Non-Banking Financial Companies Acceptance of Public Deposit (Reserve Bank) Directions, 1998.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There has been no change in the composition of the Board of Directors during the year under review.

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

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.

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.

Date: 14th August, 2017

Place: Mumbai

**For HS Associates
Company Secretaries**

Sd/-

**Hemant S. Shetye
Partner
FCS No.: 2827
CP.NO:1483**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) INDUSTRY STRUCTURE AND DEVELOPMENT:

As members are aware that the Company's main business is of financing loans, project financing to various parties on interest who are engaged in various business models. The loans and advances enable the Company to earn interest income in its ordinary course of business operations. The same is reflected in the financials of the Company. The said industry is unpredictable and volatile in nature. However, the market for this activity offers high potential for growth. Your Directors are taking maximum efforts to safeguard funds of the Company while making investments and trading in the industry.

B) OPPORTUNITIES / OUTLOOK:

Since your Company is diversified into financing loans, project financing, your Directors expect better future outlook. As the Economy and Industrial Sector is developing very fast, there is huge potential which is untapped. Also, the Company is taking maximum efforts to capitalize on business opportunities and further expect a better outlook in the coming years.

C) RISKS AND CONCERNS:

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

D) THREATS:

The threat for the Company is the unrestricted competition and the ever-changing market conditions.

E) INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY:

The Company has been maintaining an adequate internal control system commensurate with the size and nature of its business.

E) HUMAN RESOURCES POLICIES:

The Company has strong belief in Human Resources and believes that employees are one of the key assets of the Company. The Company has formulated sound policies for employee motivations and retentions. Also, required training was given to the employees at regular intervals.

F) CAUTIONARY STATEMENT:

Due to unfavorable market conditions, your Company is facing profitability problems; however, your management is making optimum efforts to minimize the overheads and cost reduction. Also, your Board has taken abundant precaution in selecting and developing its Business.

DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

I, Mr. Padamchand Bhanvarlal Dhoot, Chief Executive Officer of the Company hereby declare that all the Board members and senior management personnel have affirmed compliance with the code on an annual basis.

**For PACHELI INDUSTRIAL FINANCE LIMITED
(Formerly Known as “DHOOT INDUSTRIES LIMITED”)**

**DATE: 30th May, 2017
PLACE: MUMBAI**

**Sd/-
MR. PADAMCHAND DHOOT
CHIEF EXECUTIVE OFFICER**

CEO/CFO CERTIFICATION

To,
PACHELI INDUSTRIAL FINANCE LIMITED
(Formerly Known as "DHOOT INDUSTRIES LIMITED")

We, Padamchand Dhoot, (DIN: 01344573) Chief Executive Officer & Managing Director and Pankaj Dhoot, Chief financial Officer, hereby certify that in respect of the financial year ended on March 31, 2017:

- A). We have reviewed Financial Statements and the Cash Flow Statement for the year March 31, 2017 and that to the best of our knowledge and belief:
- 1). These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - 2). These statements together present a true and fair view of the listed entity's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B). There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C). We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D). We have indicated to the Auditors and the Audit Committee.
- 1). significant changes in internal control over financial reporting during the year;
 - 2). significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - 3). Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: 30th May, 2017

Sd/-
Padamchand Dhoot
Chief Executive Officer
(DIN:01344573)

Sd/-
Pankaj Dhoot
Chief Financial Officer

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
PACHELI INDUSTRIAL FINANCE LTD
(Formerly known as DHOOT INDUSTRIES LIMITED)**

We have audited the accompanying financial statements of **PACHELI INDUSTRIAL FINANCE LTD** ("the company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these 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 thereunder.

We conducted our audit 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the said accounts together with the notes thereon give the information required by the Companies Act, 2013, in the manner so required for the companies and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2017
- (ii) In the case of the Profit and Loss Account 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.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order 2017 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 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 appears from our examination of those books
 - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

- e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, 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 over financial reporting 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 included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014 and to our best of our information and according to the explanations given to us:-
 - i. As per information and explanation provided, company doesn't have any pending litigation that could affect the fairness of the financial statement.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which required to be transferred to Investor Education and Protection Fund.
 - iv. The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8 November, 2016 to 30 December, 2016 and these are in accordance with the books of accounts maintained by the Company.

**FOR SHYAM C. AGARWAL & CO.
CHARTERED ACCOUNTANTS**

**Sd/-
SHYAM C. AGARWAL
(PROPRIETOR)
M. NO. 31774
PLACE: MUMBAI
DATE: May 30, 2017**

Annexure A to the auditor's report
PACHELI INDUSTRIAL FINANCE LTD

Referred to in paragraph 3 of our report of even date

- (i) The company has not held any fixed asset during the year, hence provisions of paragraph (i) is not applicable to the company.
- (ii) The Company does not deal in any goods and accordingly, it does not hold any physical inventories. Therefore the paragraph 3(ii) is not applicable to the company.
- (iii) The Company during the period has not granted any loans to parties listed in the register maintained under section 189 of the Companies Act, 2013. Therefore provisions of paragraph (iii) are not applicable to the Company.
- (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 Act, with respect to the loans and investments made.
- (v) The company has not accepted any deposits from public. However loan taken is within the limit specified U/s 73 of the Companies Act, 2013 and amended made time to time, hence the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed there under, are not applicable, No order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other tribunal.
- (vi) As explained to us the requirement of maintenance of cost records under section 148(1) of the Companies Act, 2013 does not apply to the company.
- (vii) (a) The Company is regular in depositing with appropriate authorities applicable undisputed statutory dues including provident fund, ESIC income-tax, sales tax, Wealth Tax, Service tax, Custom duty, excise duty and other material statutory dues applicable to it.
According to the information and explanations given to us, no undisputed amounts payable in respect of wealth Tax, Service tax, Sales tax, custom duty, excise & Cess were in arrears as at 31.03.2017 for the period of more than six months from the date they become payable.
- (viii) The Company does not have any loans or borrowings from any financial institution, banks, government or debenture holders during the year. Accordingly, paragraph 3(viii) of the Order is not applicable.
- (ix) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- (x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to the information and explanations given to us, managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) 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 give 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, paragraph 3(xv) of the Order is not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

PLACE:MUMBAI
DATE: May 30, 2017

FOR SHYAM C. AGARWAL & CO.
CHARTERED ACCOUNTANTS
F.R. No. 110243W

Sd/-
SHYAM C. AGARWAL
(PROPRIETOR)
M. NO. 31774

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls 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 LTD** ("the Company") as of 31 March 2017 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 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 system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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.

PLACE: MUMBAI

DATE: May 30, 2016

**FOR SHYAM C. AGARWAL & CO.
CHARTERED ACCOUNTANTS
F.R. No. 110243W**

**SHYAM C. AGARWAL
(PROPRIETOR)
M. NO. 31774**

PART I – Form of BALANCE SHEET
PACHELI INDUSTRIAL FINANCE LIMITED
FORMERLY KNOWN AS DHOOT INDUSTRIES LIMITED
Balance Sheet as at 31st March 2017

		(in Rupees)	
Particulars		31st March 2017	31st March 2016
		Rs.	Rs.
I.	EQUITY AND LIABILITIES		
1	Shareholders' funds		
(a)	Share capital	37,320,500	37,320,500
(b)	Reserves and surplus	6,700,165	5,893,397
(c)	Money received against share warrants	-	-
2	Share application money pending allotment	-	-
3	Non-current liabilities		
(a)	Long-term borrowings	21,631,462	12,035,858
(b)	Deferred tax liabilities (Net)	-	-
(c)	Other Long term liabilities	-	-
(d)	Long-term provisions	-	-
4	Current liabilities		
(a)	Short-term borrowings	-	-
(b)	Trade payables	-	-
(c)	Other current liabilities	-	849,954
(d)	Short-term provisions	350,000	-
	TOTAL	66,002,127	56,099,707
	Non-current assets		
1	(a) Fixed assets		
(i)	Tangible assets	-	-
(ii)	Intangible assets	-	-
(iii)	Capital work-in-progress	-	-
(iv)	Intangible assets under development	-	-
(b)	Non-current investments	5,001,150	7,396,389
(c)	Deferred tax assets (net)	-	-
(d)	Long-term loans and advances	59,119,775	48,468,877
(e)	Other non-current assets	20,150	-
2	Current assets		
(a)	Current investments	-	-
(b)	Inventories	-	-
(c)	Trade receivables	-	-
(d)	Cash and cash equivalents	50,417	49,107
(e)	Short-term loans and advances	-	-
(f)	Other current assets	-	185,334
	TOTAL	64,191,492	56,099,707

Notes Forming Integral Part Of Financial Statements

1-14

AS PER OUR REPORT OF EVEN DATE

FOR SHYAM C. AGRAWAL & CO.

CHARTERED ACCOUNTANTS

Sd/-

SHYAM C. AGRAWAL

(PROPRIETOR)

Membership No. : 31774

FOR PACHELI INDUSTRIAL FINANCE LIMITED

Sd/-

P.C. DHOOT

MANAGING DIRECTOR

DIN: 01344573

Sd/-

PUSHPA DHOOT

DIRECTOR

DIN:00118140

Sd/-

PANKAJ DHOOT

CFO

PLACE: MUMBAI

DATE: MAY 30, 2017

PART II - Form of STATEMENT OF PROFIT AND LOSS
PACHELI INDUSTRIAL FINANCE LIMITED
FORMERLY KNOWN AS DHOOT INDUSTRIES LIMITED
Profit and loss statement for the year ended 31.03.2017

Particulars		Refer Note No.	31st March 2017	31st March 2016
I.	Revenue from operations	10	2,553,951	2,205,038
II.	Other income	11	1,166,797	1,011,357
III.	Total Revenue (I + II)		3,720,748	3,216,395
IV.	Expenses:			
	Employee benefits expense	12	1,504,510	1,700,400
	Finance costs	13	25,863	7,925
	Depreciation and amortization expense		-	-
	Other expenses	14	1,033,607	718,884
	Total expenses		2,563,980	2,427,209
V.	Profit before exceptional and extraordinary items and tax (III-IV)		1,156,768	789,186
VI.	Exceptional items			
VII.	Profit before extraordinary items and tax (V - VI)		1,156,768	789,186
VIII.	Extraordinary Items			-
IX.	Profit before tax (VII- VIII)		1,156,768	789,186
X	Tax Expense:			
	(1) Current tax		350,000	-
	(3) Income Tax of Previous Years		-	6,575
XI	Profit (Loss) for the period from continuing operations (VII-VIII)		806,768	795,761
XII	Profit/(loss) from discontinuing operations			
XIII	Tax expense of discontinuing operations			
XIV	Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV	Profit (Loss) for the period (XI + XIV)		806,768	795,761
XVI	Earnings per equity share:			
	(1) Basic		0.22	0.21
	(2) Diluted		0.22	0.21

Notes Froming Integral Part Of Financial Statements
AS PER OUR REPORT OF EVEN DATE

1-14

FOR SHYAM C. AGRAWAL & CO.
CHARTERED ACCOUNTANTS

FOR PACHELI INDUSTRIAL FINANCE LIMITED

Sd/-
SHYAM C. AGRAWAL
(PROPRIETOR)
Membership No. : 31774

Sd/-
P.C. DHOOT
MANAGING DIRECTOR
DIN: 01344573

Sd/-
PUSHPA DHOOT
DIRECTOR
DIN:00118140

Sd/-
PANKAJ DHOOT
CFO

PLACE: MUMBAI
DATE: MAY 30, 2017

PACHELI INDUSTRIAL FINANCE LIMITED
FORMERLY KNOWN AS DHOOT INDUSTRIES LIMITED

NOTE 1

Share Capital

Particulars	31st March 2017	31st March 2016
	Rs.	Rs.
Authorised 45,00,000 Equity Shares of Rs.10 each	45,000,000	45,000,000
Issued, Subscribed & Paid up 37,32,050 Equity Shares of Rs.10 each	37,320,500	37,320,500
Total	37,320,500	37,320,500

A)Reconcilaition of shares outstanding

Particulars	Amount
Shares outstanding at the beginning of the year	37,320,500
Shares Issued during the year	-
Shares bought back during the year	-
Shares outstanding at the end of the year	37,320,500

B)Rights, preferences and restrictions attached to Equity shares

The Company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors, if any is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

C) Details of shareholders holding more than 5% shares in the company

SR NO	Name of Shareholder	31st March 2017		31st March 2016	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
1	PADAMCHAND DHOOT	327,550	8.78	327,550	8.78
2	TOTAL INVESTMENTS PVT. LTD	233,750	6.26	233,750	6.26
	TOTAL	561,300	28.07	561,300	28.07

NOTE 2

Reserves & Surplus

Particulars	31st March 2017	31st March 2016
	Rs.	Rs.
a. Capital Reserve	2,634,500	2,634,500
b. Surplus		
Opening balance	3,258,897	2,463,136
(+) Net Profit/(Net Loss) For the current year	806,768	795,761
Closing Balance	4,065,665	3,258,897
Total	6,700,165	5,893,397

NOTE 3

Long Term Borrowings

Particulars	31st March 2017	31st March 2016
	Rs.	Rs.
Unsecured Loans	-	
Loan from Directors & Relative	21,631,462	12,035,857
Total	21,631,462	12,035,857

Loans from Directors are Interest Free Loans

There is not Fixed Re-payment Schedule for the same.

NOTE 4

Other Current Liabilities

<u>Particulars</u>	31st March 2017	31st March 2016
	Rs.	Rs.
(a) Other payables		
1 TDS payable	-	75,823
2 Audit Fees Payable	-	56,000
3 Salary Payable	-	718,130
Total	-	849,953

NOTE 5

Short Term Provision

<u>Particulars</u>	31st March 2017	31st March 2016
	Rs.	Rs.
1 Provision For Income Tax	350,000	
	350,000	-

NOTE 6

Non- current Investments

<u>Particulars</u>	31st March 2017	31st March 2016
	Rs.	Rs.
Non Current Investment	5,001,150	7,396,389
	5,001,150	7,396,389

Long Term Investments are valued at Cost as per AS-13
Short Term Investments are valued at Cost or Market Value, whichever is lower.

NOTE 7

Long Term Loans and Advances

<u>Particulars</u>	31st March 2017	31st March 2016
	Rs.	Rs.
a. Security Deposits		
Unsecured, considered good	4,000	4,000
	4,000	4,000
b. Loans and advances		
Advances to others -	59,115,775	48,464,877
	59,115,775	48,464,877
Total	59,119,775	48,468,877

NOTE 8

Cash and cash equivalents

<u>Particulars</u>	31st March 2017	31st March 2016
	Rs.	Rs.
a. Balances with banks		
1 Balance with Banks	29,827	19,026
b. Cash in hand	20,590	30,081
Total	50,417	49,107

NOTE 9
Other Current Assets

Particulars	31st March 2017	31st March 2016
	Rs.	Rs.
1 TDS Receivable	-	185,334
	-	185,334

NOTE 10
Revenue from operations

Particulars	31st March 2017	31st March 2016
	Rs.	Rs.
Interest and other Income	2,553,951	2,205,038
Total	2,553,951	2,205,038

NOTE 11
Other Income

Particulars	31st March 2017	31st March 2016
	Rs.	Rs.
Choice Equity Broking	-	109,700
Commission Income	820,535	900,000
Dividend Receipt	-	390
Interest on Income Tax Refund	-	1,267
Other Interest Income	346,262	-
Total	1,166,797	1,011,357

NOTE 12
Employee Costs

Particulars	31st March 2017	31st March 2016
	Rs.	Rs.
Salaries & Other Employees Benefits	1,504,510	1,700,400
	1,504,510	1,700,400

NOTE 13
Finance costs

Particulars	31st March 2017	31st March 2016
	Rs.	Rs.
Bank Charges	25,863	7,925
	25,863	7,925

NOTE 14

Other Expenses

SR No	Particulars	31st March 2017	31st March 2016
		Rs.	Rs.
1	Accounts w/off	-	-
2	Advertisement	42,482	12,392
3	Conveyance		38,400
4	Demat Charges	1,267	
5	Donation	202,000	
4	Electricity charges	37,226	75,642
5	Interest & Penalty on TDS		40,025
6	Legal & Professional Fees	231,008	63,511
7	Listing & Registration fees	250,220	224,720
8	Miscellaneous expenses (Including ROC)	2,200	-
9	NSDL & CSDL Charges	59,771	13,151
10	Office expenses	800	35,600
11	Postage Charges	28,294	832
	Printing & Stationery	78,387	
12	Service Tax	-	-
13	Share transfer expenses	53,812	148,500
14	Telephone	3,943	35,111
15	Travelling Expense	-	-
16	Website charges	15,100	3,000
17	Payments to the auditor as a. auditor Remuneration,		28,000
18	Other Expenses	27,097	
Total		1,033,607	718,884

PACHELI INDUSTRIAL FINANCE LIMITED
FORMERLY KNOWN AS DHOOT INDUSTRIES LIMITED
CASH FLOW STATEMENT ANNEXED TO THE BALANCE SHEET AS AT 31ST MARCH 2017

(Amount in Rs.)		
PARTICULARS	2016-17	2015-16
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit /(Loss) Before tax paid and extra ordinary items	1,156,768	789,186
Less : Extra-ordinary items	-	-
	1,156,768	789,186
Less : Income (Tax Paid)/Refund	-	(31,923)
<u>Adjusted for :</u>		
Depreciation	-	-
Operating Profit/(Loss)before Working Capital Changes	1,156,768	757,263
<u>Adjusted for :</u>		
Other Current Liabilities	(849,954)	367,833
Short Term Provision	-	(169,691)
Other Non- Current Asstes	(20,150)	-
Other Current Assets	185,334	18,949
Other long term liabilities	-	-
NET CASH FROM OPERATING ACTIVITIES	(A) 471,999	974,354
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Investments made during the year	2,395,239	8,958,949
Loans given	(10,650,898)	4,230,136
NET CASH FROM INVESTING ACTIVITIES	(B) (8,255,659)	13,189,085
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from Short term borrowings	9,595,605	(15,996,420)
NET CASH FROM FINANCING ACTIVITIES	(C) 9,595,605	(15,996,420)
NET INCREASE/(DECREASE) IN CASH & CASH EQUIVALENTS	(A+B+C) 1,811,944	(1,832,981)
OPENING BALANCE OF CASH & CASH EQUIVALENT	49,107	1,882,087
CLOSING BALANCE OF CASH & CASH EQUIVALENT	1,861,051	49,107

- Notes :
1. Cash & Cash equivalent consists of cash/cheques in hand and balance with banks.
 2. Figures in brackets represent outflow.
 3. Previous year figures have been regrouped/rearranged, wherever considered necessary.

FOR SHYAM C. AGRAWAL & CO.
CHARTERED ACCOUNTANTS

Sd/-

SHYAM C. AGRAWAL

(PROPRIETOR)
Membership No. : 31774

FOR PACHELI INDUSTRIALFINANCE LIMITED

Sd/-
P.C.
DHOOT

(DIRECTOR)
DIN: 01344573

Sd/-

PUSHPA DHOOT

(DIRECTOR)
DIN:00118140

Sd/-

PANKAJ
DHOOT

(CFO)

PLACE: MUMBAI
DATE: MAY 30, 2017

AUDITORS CERTIFICATE

We have examined the above Cash Flow Statement of M/s. **PACHELI INDUSTRIAL FINANCE LIMITED (Formerly known as "Dhoot Industries Limited")** for the year ended March 31, 2017 has been prepared by the company in requirements of the listing regulations with the stock exchange and is based on and in agreement with the corresponding Profit & Loss Account and Balance Sheet of the Company covered by our report of May 30, 2017 to the members of the Company.

**For M/s. Shyam C. Agrawal & Co.,
Chartered Accountant**

**Shyam C. Agrawal
Proprietor
Membership No. – 031774
FRN: 110243W**

Date: May 30, 2017
Place: Mumbai

PACHELI INDUSTRIAL FINANCE LIMITED

AUDITOR'S NOTES FORMING PART OF ACCOUNTS & AUDITORS REPORT FOR THE YEAR ENDED ON 31 ST MARCH 2017.

NOTE

1. Significant Accounting Policies:

AS -1 Disclosures of Accounting Policies

1. The accounts are prepared in accordance with historical cost convention and mercantile system of Accounting is followed.

AS-9 Revenue Recognition

2. With respect to Income, Interest Income is provided on accrual basis.

AS-13 Accounting for Investments

3. Investments are valued as per AS-13 issued by ICAI.

AS-17 Segment Reporting

4. The company does not have any reportable geographical or business segment.
Hence AS-17 is not applicable.
5. Financial statements are regrouped, recasted, rearranged wherever necessary.

For SHYAM C. AGRAWAL & CO.
Chartered Accountants
FRN: 1102430W

For PACHELI INDUSTRIAL FINANCE LIMITED

Sd/-
SHYAM AGRAWAL
(Proprietor)
M.No. 031774

Sd/-
P.C. DHOOT
(MANAGING DIRECTOR)
DIN: 01344573

Sd/-
PUSHPA DHOOT
(DIRECTOR)
DIN: 00118140

Sd/-
PANKAJ DHOOT
(CFO)

PLACE : MUMBAI
DATED: MAY 30, 2017

PACHELI INDUSTRIAL FINANCE LIMITED
(Formerly Known as “DHOOT INDUSTRIES LIMITED”)
CIN: L67120MH1985PLC037772
REGD. OFFICE: C-001, Prathamesh Horizon, New Link Road, Borivali (West) Mumbai – 400092, Maharashtra, India.
Tel.: 022-66970244/45, E-Mail: dhoot_2000@rediffmail.com
Website: www.pacheliindustrialfinance.com

ATTENDANCE SLIP
(To be presented at the entrance)

Members Name :	DP ID _____
Proxy Name:	Folio No./Client ID _____ _____

I/We hereby record my/our presence at the 32nd ANNUAL GENERAL MEETING of the Company held at the registered office of the Company situated at Office No.04, Prathamesh Leela, New Link Road, Borivali (West) Mumbai-400092, Maharashtra, India on Wednesday the September 27, 2017 at 10.00 a.m.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL JOINT SHAREHOLDER(S) MAY OBTAIN ADDITIONAL SLIP AT THE VENUE OF THE MEETING

Signature of the Member/Proxy

Form No. SH-13
Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies
(Share Capital and Debentures) Rules, 2014]

To,
PACHELI INDUSTRIAL FINANCE LIMITED.
(Formerly Known as “DHOOT INDUSTRIES LIMITED”)
C-001, Prathamesh Horizon, New Link Road,
Borivali (West), Mumbai – 400092,
Maharashtra, India.

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of securities	Folio. No	No. of securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE(S) —

- a) Name:
- b) Date of Birth:
- c) Father’s/Mother’s/Spouse’s name:
- d) Occupation:
- e) Nationality:
- f) Address:
- g) E-mail id:
- h) Relationship with the security holder:

(3) IN CASE NOMINEE IS A MINOR —

- a) Date of birth:
- b) Date of attaining majority:
- c) Name of guardian:
- d) Address of guardian:

Name: _____

Address: _____

Name of the Security Holder (s): _____

Signature: _____

Witness with name and address: _____

PACHELI INDUSTRIAL FINANCE LIMITED
(Formerly Known as "DHoot INDUSTRIES LIMITED")

CIN: L67120MH1985PLC037772

REGD. OFFICE: C-001, Prathamesh Horizon, New Link Road, Borivali (West) Mumbai – 400092, Maharashtra, India.

Tel.: 022-66970244/45, E-Mail: dhoot_2000@rediffmail.com

Website: www.pacheliindustrialfinance.com

PROXY FORM

(Pursuant to section 105(6) of the Companies Act, 2013 and rules 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered address: _____

Email ID _____ Folio No./DP ID and Client ID _____

I/We being the member (s) of _____ shares of the above-named Company hereby appointed

(4) Name: _____

Address: _____

Email: _____ or failing him;

(5) Name: _____

Address: _____

Email: _____ or failing him;

(6) Name: _____

Address: _____

Email: _____ or failing him;

as my / our proxy to vote for me/us on our behalf at the 32nd ANNUAL GENERAL MEETING of the Company to be held at Office No.04, Prathamesh Leela, New Link Road, Borivali (West) Mumbai-400092, Maharashtra, India on September 27, 2017 at 10.00 a.m. and at any adjournment thereof.

Resolution No.	Resolutions	For	Against
	Ordinary Business:		
1.	Adoption of the audited financial statements including audited consolidated financial statement of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors' thereon.		
2.	To appoint a Director in place of Mrs. Pushpadevi Padamchand Dhoot (DIN: 00118140) who retires by rotation and being eligible, offers herself for re-appointment.		
3.	Appointment of Statutory Auditor and fix their remuneration.		
	Special Business:		
4	Determination of a fee to be charged from members for delivery of documents in their desired mode.		

Signed this..... day of, 2017.

Signature of the Shareholder.....

.....

Signature of first proxy holder(s)

REVENUE
STAMP

Note:

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

2. For the resolutions, explanatory statements and notes please refer to the notice of 32nd Annual General Meeting.

3. * It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.

4. Please complete all details including details of member(s) in the above box before submission.

PACHELI INDUSTRIAL FINANCE LIMITED
(Formerly Known as “DHOOT INDUSTRIES LIMITED”)

CIN: L67120MH1985PLC037772

REGD. OFFICE: C-001, Prathamesh Horizon, New Link Road, Borivali (West) Mumbai – 400092, Maharashtra, India.

Tel.: 022-66970244/45, E-Mail: dhoot_2000@rediffmail.com

Website: www.pacheliindustrialfinance.com

ASSENT/ DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1.	Name(s) & Registered Address of the sole / first named Member	:	
2.	Name(s) of the Joint-Holder(s) If any	:	
3	Registered Folio No./ DP ID No & Client ID No. [Applicable to Members holding shares in dematerialized form]	:	
4	Number of Shares(s) held	:	

1. I/ We hereby exercise my/our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated Wednesday, September 27, 2017, by conveying my/ our assent or dissent to the resolutions by placing tick (v) mark in the appropriate box below:

Resolution No.	Resolutions	For	Against
	Ordinary Business:		
1.	Adoption of the audited financial statements including audited consolidated financial statement of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors' thereon.		
2.	To appoint a Director in place of Mrs. Pushpadevi Padamchand Dhoot (DIN: 00118140) who retires by rotation and being eligible, offers herself for re-appointment.		
3.	Appointment of Statutory Auditor and fix their remuneration.		
	Special Business		
4.	Determination of a fee to be charged from members for delivery of documents in their desired mode.		

Place:

Date:

(Signature of the Shareholders)

Notes:

- i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
- ii) Last date for receipt of Assent/ Dissent Form: **Tuesday the September 26th 2017 (5.00 pm IST)**
- iii) Please read the instructions printed overleaf carefully before exercising your vote.

General Instructions:

1. Shareholders have option to vote either through e-voting i.e. electronic means or to convey assent/dissent. If a shareholder has opted for physical Assent/Dissent Form, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through physical assent/dissent form and e-voting, then vote cast through e-voting shall be treated as valid.
2. The notice of Annual General Meeting is dispatch to the members whose names appear on the Register of Members as on Friday the 25th August, **2017** and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the said date.
3. Voting through physical assent/ dissent form cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.

Instructions for voting physically on Assent / Dissent Form

1. A member desiring to exercise vote by Assent/ Dissent should complete this (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, at their cost to reach the Scrutinizer at the registered office of the Company on or before the close of working hours i.e. 5.00 pm on **Tuesday the 26th September, 2017**. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.

- 2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
- 3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.) the completed Assent/ Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/ appropriate authorization, with the specimen signature(s) of the authorized signatory (ies) duly attested.
- 4. The consent must be accorded by recording the assent in the column “FOR” or dissent in the column “AGAINST” by placing a tick mark (v) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
- 5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- 6. There will be one Assent/ Dissent Form for every folio / Client id irrespective of the number of joint holders.
- 7. A member may request for a duplicate Assent/ Dissent Form, if so required and the same duly completed should reach the Scrutinizer not later than the specified under instruction No.1 above.
- 8. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent/ Dissent form except giving their assent or dissent and putting their signature. If any such other paper is sent the same will be destroyed by the Scrutinizer.
- 9. The Scrutinizers decision on the validity of the Assent/ Dissent Form will be final and binding.
- 10. Incomplete, unsigned or incorrectly ticked Assent/ Dissent Forms will be rejected.



Nearest Landmark: Sai Plaza.
Distance from nearest Railway Station: Borivali station 4.7km