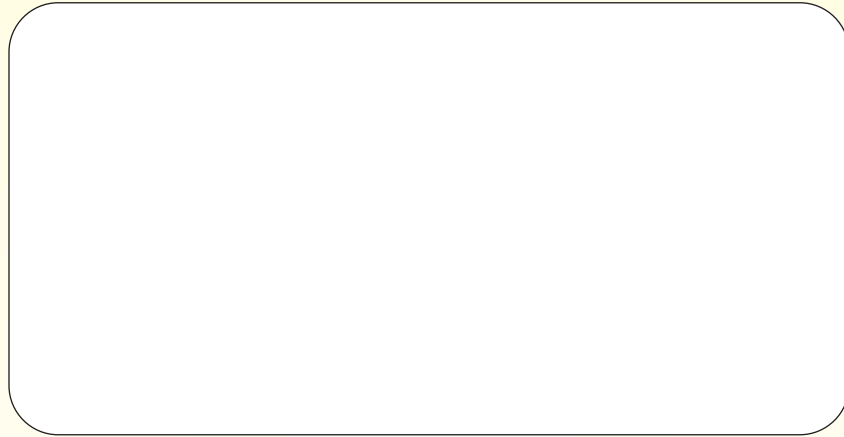


Book-Post



Pacheli Industrial Finance Limited

(Formerly known as “Dhoot Industries Limited”)



**31st Annual Report
2015-16**

If undelivered, please return to :
Pacheli Industrial Finance Limited
C-001, Prathamesh Horizon,
New Link Road, Borivali (West),
Mumbai – 400092,
Maharashtra, India.

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

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
E-Mail : dhoot_2000@rediffmail.com
Website : www.pacheliindustrialfinance.com

SHARES LISTED AT:
The BSE Limited

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Projects of PIFL



LUXOR: Goregaon West



VEDA: Andheri East



NERO: Bandra East

31st ANNUAL GENERAL MEETING:Date: September 30, 2016

Day: Friday Time: 12.00 Noon Place: Office No. 4, Prathamesh Leela, New Link Road,
Borivali (West) Mumbai - 400092, Maharashtra, India.



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 31st ANNUAL GENERAL MEETING OF PACHELI INDUSTRIAL FINANCE LIMITED (FORMERLY KNOWN AS “*DHOOT INDUSTRIES LIMITED*”) WILL BE HELD ON FRIDAY, SEPTEMBER 30, 2016 AT 12.00 NOON 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, 2016 including audited Balance sheet as at March 31, 2016 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 section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, pursuant to the resolution passed by members at the AGM held on September 29, 2014 the appointment of Shyam C. Agrawal & Co., Chartered Accountants, (Firm Registration No. 110243W) as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Thirty Second Annual General Meeting of the Company to be held in the year 2017 be and are hereby ratified for the financial year 2016-17 to audit the accounts of the Company, including the audit of Cash Flow statements, on a remuneration plus service tax and out of pocket expenses to be mutually decided by the Board in consultation with the Statutory Auditors of the Company.”

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

DATE: AUGUST 13, 2016
PLACE: MUMBAI

Sd/-
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
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 Friday, September 23, 2016 to Friday, September 30, 2016 (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 are 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. The Ministry of Corporate Affairs, New Delhi (MCA) has taken a "Green Initiative" by permitting paperless compliance by companies vide its Circular No. 17/2011 dated 21.04.2011 and Circular No.18/2011 dated 29.04.2011 after considering certain provisions of the Information Technology Act, 2000 and has clarified that the service of documents by a company can be made through electronic mode instead of sending physical copy of document(s). In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your E-Mail ID with RTA.
8. 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 2015 - 2016 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.
9. 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.
10. 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.
11. Members desiring any relevant information on accounts at the 31st 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 31st Annual General Meeting, so as to enable the Company to keep the information ready.
12. 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.
13. 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.
14. 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.
15. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
16. Members please note that as a measure of economy, copies of the Annual Report of the 31st Annual General Meeting will not be distributed at the venue.
17. 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.
18. 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.
19. 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.



20. 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.
21. 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. Friday, September 23, 2016 may cast their vote electronically.
22. 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 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 though Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the AGM.
23. 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.
24. 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.
25. 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.
26. 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.
27. 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 Thursday, September 29, 2016 (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 INDUSRIES 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 Thursday, September 29, 2016 (5.00 p.m. IST). Assent / Dissent Form received after this date will be treated as invalid.
28. **The instructions for shareholders voting electronically are as under:**
 - I. The voting period begins on Tuesday, September 27, 2016 (09:00 a.m. IST) and ends on Thursday, September 29, 2016 (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 Friday, September 23, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

| 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). |

- 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 :
- 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 – 160912008 for the relevant PACHELI INDUSTRIAL FINANCE LIMITED (Formerly known as "DHOT 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 Tuesday, September 27, 2016 (09:00 a.m. IST) and ends on Thursday,



September 29, 2016 (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 Friday, September 23, 2016 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 Friday, September 23, 2016.
 - 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.
29. The shareholders can also access the Annual Report 2015 - 2016 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.
 30. Members are requested to come and occupy their seats at least 15 minutes before commencement of 31st 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 31st 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 31st AGM venue at the owners' risk.
 31. 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.
 32. 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 31st 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 Dhoot |
| Age | 66 |
| Qualification | Undergraduate |
| Expertise in specific functional areas | Marketing |
| Directorship held in other public companies (excluding Foreign Companies and Section 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 |

DIRECTOR'S REPORT

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

Your Directors have great pleasure in presenting **31st Annual Report** along with the Audited Balance Sheet and Profit And Loss Account, for the year ended **March 31, 2016**.

1. FINANCIAL RESULTS:

(Amt. in Rs.)

| PARTICULARS | Year ended | |
|---|------------|-------------|
| | 2016 | 2015 |
| Total Income | 3,216,395 | 3,413,169 |
| Total Exenditure | 2,427,209 | 2,864,006 |
| Gross Profit / (Loss) before Depreciation & Tax | 7,89,186 | 549,163 |
| Add/Less : Depreciation (Net) | --- | --- |
| Profit / (Loss) before Taxation | 789,186 | 549,163 |
| Less : Provision for Taxation | | |
| Current Tax | -- | 169,691 |
| Deferred Tax | -- | -- |
| Income Tax of Previous Years | (6,575) | 3,879 |
| Net Profit / (Loss) after Taxation | 795,761 | (1,663,849) |
| Transfer from General Reserve: | | |
| Balance Brought forward from previous year | 2,463,136 | 4,126,985 |
| Balance carried forward to Balance Sheet | 3,258,897 | 2,463,136 |

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. CHANGE OF NAME:

During the year the company has changed the name of the Company from "DHOOT INDUSTRIES LIMITED" to "PACHELI INDUSTRIES FINANCE LIMITED" w.e.f. January 25, 2016.

5. 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.

6. 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, 2016. 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.

7. DIRECTORS RESPONSIBILITY STATEMENT:

The Board of Directors hereby confirms:

- i) 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

8. 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.

9. 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.

10. 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.

11. AUDITORS:

M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai (Firm Registration No as 110243W) was appointed as Statutory Auditors at the Annual General Meeting held on September 29, 2014 for the period of 3 (Three) years. i.e. for the Annual General Meeting to be held in year 2017 subject to ratification at each Annual General Meeting. The Company has received letter from them to the effect that their appointment, if made, would be within the prescribed limits under Section 141(3) (g) of the Companies Act, 2013 and that they are not disqualified from appointment.

The resolution for ratification of his appointment is put forward for your approval in the ensuing Annual General Meeting.

12. 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 2015-2016. The Secretarial audit report for the financial year ended March 31, 2016 is **Annexure B** to this Report.

Observations and comment in Secretarial audit is self explanatory hence no further explanation by the Board of Directors given this report.

In regards to appointment of Company Secretary, Company has appointed Company secretary pursuant to provisions of Section 203 and other applicable provisions of the Companies Act, 2013 and Companies (appointment and Remuneration of Managerial Personnel) Rules, 2014 on June 01, 2016.

13. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Retirement by rotation and subsequent re-appointment:

Mrs. Pushpadevi, Non-Executive Directors, are 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 was appointed as a Company Secretary cum Compliance Officer and Mr. P.C.Dhoot was resigned as a Compliance w.e.f. June 01, 2016.