



PACHELI INDUSTRIAL FINANCE LIMITED

**(Formerly known as “DHOOT
INDUSTRIES LIMITED”)**

34th ANNUAL REPORT

2018-2019



CONTENTS:

Board of Directors	2
Notice	3
Directors' Report	12
Secretarial Audit Report	21
Independent Auditors' Report	26
STANDALONE	
Balance Sheet	32
Profit & Loss Account	33
Notes to Accounts	35
Cash Flow Statement	44
CONSOLIDATED	
Balance Sheet	50
Profit & Loss Account	51
Notes to Accounts	52
Cash Flow Statement	62
Proxy Form	67
Attendance Slip	68

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

34th ANNUAL REPORT 2019-2019

BOARD OF DIRECTORS:

Mr. Padamchand Bhanvarlal Dhoot	:	Managing Director & Chief Executive Officer (DIN: 01344573)
Mrs. Pushpadevi Padamchand Dhoot	:	Promoter Director (DIN: 00118140)
Mr. Ramesh Khetan	:	Independent Non-Executive Director (DIN: 03315837)
Mr. Rajan Sharma	:	Independent Director (DIN: 08076700) (W.E.F. 22/11/2019)
Mr. Pankaj Padamchand Dhoot	:	Chief Financial Officer
Mr. Vibhor Sharma	:	Company Secretary cum Compliance Officer (W.E.F. 29/10/2019) (Resigned on 12/04/2019)
Ms. Saloni Mehta	:	Company Secretary cum Compliance Officer (W.E.F. 15/04/2019)

STATUTORY AUDITORS:

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

SECRETARIAL AUDITORS:

Jain Alok and 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.: 022-28684836
E-Mail: dhoot_2000@rediffmail.com
Website: www.pacheliindustrialfinance.com

SHARES LISTED AT:

The BSE Limited

34TH ANNUAL GENERAL MEETING:

Date: September 27, 2019

Day: Friday

Time: 01.00 p.m.

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

NOTICE OF 34TH ANNUAL GENERAL MEETING

Notice is hereby given that the 34th (Thirty Forth) Annual General Meeting of the Members of **Pacheli Industrial Finance Limited** (Formally known as **Dhoot Industries Limited**) (CIN:- L67120MH1985PLC037772) will be held on Friday, 27th September, 2019 at 1:00 P.M. at 04, Prathmesh Leela CHS Ltd, New MHB Colony, Gorai Rd, Near Sai Lee Hospital, Mumbai - 400091 to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Company for the financial year ended March 31, 2019 together with report of Board of directors and Auditor thereon.
2. To consider and appoint a Director in place of Mr. Padamchand Bhanvarlal Dhoot (DIN 01344573), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and appoint a Director in place of Mrs. Pushpadevi Padamchand Dhoot (DIN 00118140), who retires by rotation and being eligible, offers herself for re-appointment.
4. 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 read with Companies (Audit and Auditors) Rule 2014, including any statutory modification(s) or reenactment thereof, for time being in force), the consent of the Company be and is hereby accorded for ratification of appointment of M/s. V S Shah And Associates, Chartered Accountants (Firm Registration No. 143857W) who had offered themselves and confirmed their eligibility to be appointed as the Auditors of the Company for the financial year 2019-20 to hold office from the conclusion of this Annual General Meeting till the conclusion of Thirty Seventh Annual General Meeting subject to the ratification by members at each Annual General Meeting to be held thereof, on such remuneration as may be determined by the Board of Directors.”

SPECIAL BUSINESS

5. **Regularization of Mr. Rajan Sharma:**

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

“RESOLVED THAT Mr. Rajan Sharma (DIN: 08076700), who was appointed as an Additional Director with effect from 22nd November, 2019, on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013 along with requisite

deposit, proposing his candidature for the office of a director, be and is hereby appointed as an Independent Director of the Company for a period of 5 years.”

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

Place: Mumbai

Dated: 14th August, 2019

**Padamchand Bhanvarlal Dhoot
(Managing Director)
DIN:01344573**

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts of the proposed ordinary resolutions for the items is annexed hereto.
3. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 (ten) % of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/ authority, as applicable.
4. Members desirous of getting any information about the Annual accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Meeting to enable the Company to keep the information ready at the Meeting.
5. The Notice of the AGM along with the Annual Report 2019-19 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
6. Members are requested to bring their attendance slip along with their copy of Annual Report of the Meeting.
7. Pursuant to Section 91 of the Companies Act, 2013, the register of members and the share transfer books of the Company will remain closed from Saturday, 21st September, 2019 to Friday, 27th September, 2019 (both days inclusive) for the purpose of Annual General Meeting and will be available for inspection at the venue of Annual General Meeting till the conclusion of the meeting.
8. The ISIN of the Equity Shares of Rs.10/- each is INE926B01016.

9. Members holding shares in physical form are requested to advise any change of name, address, e-mail address etc. immediately to the Company/ Registrar and Transfer Agents, Skyline Financial Services Pvt. Ltd, D-153 A, 1st Floor, Okhla Industrial Area, Phase – I, New Delhi-110020.
10. The Members are requested to provide information with respect to particulars such as occupation, Fathers' name etc and such other information, that is not available with the Company so as to update Members' Register.
11. Members holding shares in electronic form are requested to quote Ledger Folio Numbers/ DP ID- Client ID in all their correspondence.
12. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
13. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID Numbers and those who hold shares in physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
14. All documents referred to in the accompanying Notice and Explanatory Statement shall be open for inspection by members and shall be available at the registered office of the Company on all working days during business hours from the date of this Notice up to the date of AGM.

PLEASE NOTE THAT NO GIFTS OF ANY SORT WOULD BE DISTRIBUTED AT THE AGM

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 5: Regularization of Mr. Rajan Sharma**

The Board of Directors of the Company appointed Mr. Rajan Sharma as an Additional Director of the Company w.e.f. November 22, 2019. In terms of the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Rajan Sharma would hold office up to the date of the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Rajan Sharma, being eligible, offers himself for appointment, and is propose to be appointed as an Independent Director who shall not be liable to retire by rotation.

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

Therefore, the Directors of your Company recommend the aforesaid resolution for your consideration and approval.

Except Mr. Rajan Sharma Additional Director of the Company, none of Director and Key Managerial personnel of the Company and their relatives is concerned or interested, financial or otherwise in the resolution as set out in Item no. 5.

The Board of directors therefore, recommends the resolution for appointment of Mr. Rajan Sharma as a Director of the Company for approval of the members by passing the **Ordinary resolution**.

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

Brief Resume of Mr. Rajan Sharma is as under:

Name:	Rajan Sharma
Age:	39 Years
Qualification:	Graduate
Expertise in specific functional areas:	He has an experience of 15 years in the field of Finance. He has handled various finance projects
Directorship held in other public companies (excluding Foreign Companies and Section 8 Companies)	N.A
Membership / Chairmanship of Committee of other Public Companies (includes only Audit and Stakeholder Relationship Committee)	N.A
Shareholding in the Company	NIL

Dear Member,

Sub: Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, Pacheli Industrial Finance Limited ("the company") is offering e-Voting facility to its members in respect of the business to be transacted at the Annual General Meeting scheduled to be held on Friday, 27th September, 2019 at 1:00 P.M.

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

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

- Commencement of e-Voting: **Tuesday, 24th September, 2019 at 9:00 A.M.**
- End of e-Voting: **Thursday, 26th September, 2019 till 5:00 P.M.**
- The cut-off date for the purpose of e-Voting is **20th September, 2019**

Please read the instructions mentioned below before exercising the vote. This Communication forms an integral part of the Notice for the Annual General Meeting scheduled to be held on 27th September, 2019.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

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

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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).

After entering these details appropriately, click on “SUBMIT” tab.

- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN of Pacheli Industrial Finance Limited- AGM on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) 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 Corporate.
- 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 they have to create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company , if voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.