

PACHELI ENTERPRISE LIMITED

(Earlier known as Mandsaur Ferro Alloys Limited)

Reg. Office 4 Prathmesh Leela, Opp Don Bosco School, Borivali (W), Mumbai – 400 092.

ANNUAL REPORT 2010-2011

<u>BOARD OF DIRECTORS</u>	Mr. Padamchand Dhoot Mrs. Vidya Chalke Mr. Santosh Mohite Mr. Ramavtar Shekhavat Mr. Vijay Pandhere Mr. Brijesh Mourya
<u>AUDITORS</u>	M/s Shyam C. Agrawal & Co.
<u>REGISTERED OFFICE</u>	<u>4 Prathmesh Leela, Opp Don Bosco School,</u> <u>New Link Road, Borivali (W),</u> <u>Muambai – 400 092</u> <u>Maharashtra</u>
<u>FINANCIAL YEAR</u>	2010-2011
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NOTICE

Notice is hereby given that the **ANNUAL GENERAL MEETING** of the Members of **PACHELI ENTERPRISES LIMITED** (Earlier known as Mandsaur Ferro Alloys Limited) will be held on 2nd September, 2011 at the Registered Office of the Company at 4 Prathmesh Leela, Opp Don Bosco School, Borivali (W), Mumbai – 400 092. at **11.00 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Accounts for the year ended 31st March, 2011 together with the Report of the Board of Directors and Auditors' thereon.
2. To appoint Mr. Santosh Mohite, as Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint Ms. Vidya Chalke, as Director of the Company, who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai, as auditors of the Company from the conclusion of this Annual General Meeting and to fix their remuneration.

"RESOLVED THAT M/s. Shyam C. Agrawal, Chartered Accountants, Mumbai, are hereby re-appointed as auditors of the Company to hold office until the conclusion of the next Annual General Meeting at remuneration to be decided by the Board of Directors."

SPECIAL BUSINESS:

5. To pass ordinary resolution under Section 293(1)(d) of the Companies Act, 1956 for Borrowing powers

" **RESOLVED THAT** consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company in accordance with provisions of Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, for the time being in force) and the Articles of Association of the Company, for borrowing from time to time, at their discretion, for the purpose of the business of the Company, any sum or sums of money which together with money already borrowed by the Company (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed at any time, the aggregate of the Paid-up capital of the Company and its Free Reserves, that is to say reserves not set apart for any specific purpose, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs.50 Crores (Rupees Fifty Crores only) and that the Board of Directors be and is hereby empowered and authorized to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may think fit.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorised to finalize, settle and execute such documents/ deeds/writings/papers/ agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise to give effect to this resolution."

By Order of the Board

For **PACHELI ENTERPRISES LIMITED**

Place : Mumbai
Date: 29th July, 2011

Sd/-
Managing Director

NOTES:

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- b) Proxies in order to be effective, should reach duly completed, stamped and must be deposited at the registered office of the Company not less than 48 hours before the meeting.
- c) Explanatory Statement pursuant to the provisions of the Section 173 (2) of the Companies Act, 1956 in respect of special business under Item no. 5 is annexed herewith.
- d) All the documents referred to in the accompanying notice and explanatory statement are open for inspection at the Registered Office of the Company during the office hours on all working days upto the last date of receipt of postal ballot / Annual General Meeting as the case may be between 11.00 a.m. and 1.00 p.m.
- e) The Register of Members and transfer register will remain closed from 27th August, 2011 to 2nd September, 2011 (both days inclusive).
- f) Details required under Clause 49 of the Listing Agreement entered with the Stock Exchanges in respect of Directors seeking appointment / re-appointment at the Annual General Meeting, are given in the relevant section of the Corporate Governance Report included in the Annual Report.
- g) Members are hereby informed that in terms of the provisions of Section 205A of the Companies Act, 1956, dividend not encashed or claimed within seven years from the date of its transfer to the unpaid dividend account, will be transferred to Investor Education & Protection Fund established by the Central Government. In terms of the provisions of Section 205C of the Companies Act, 1956, no claim shall lie against the Company or said fund after the said transfer.
- h) Members attending the meeting are requested to bring with them the Attendance Slip attached to the Annual Report duly filled in and signed and handover the same at the entrance of the Office.
- i) Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to send their requests in Form 2B to the Registrar and Transfer Agent of the Company. The Nomination Form with instructions will be available at the Registered Office of the Company.
- j) Corporate Members are requested to send to the Company, a duly certified copy of the Board Resolution authorising their representative to attend and vote at the Annual General Meeting.
- k) Information required under Clause 49 IV G of the Listing Agreements (relating to Corporate Governance) with respect to the Directors who are retiring by rotation and being eligible seeking re-appointment and Director seeking appointment is covered in the Corporate Governance Chapter.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF THE SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 5:

In terms of the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board of Directors of the Company, cannot except with the consent of the Company in general meeting, borrow moneys, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, in excess of aggregate of the paid up capital and its free reserves that is to say reserves not set apart for any specific purpose.

Keeping in view the Company's business requirements and its growth plans, it is considered desirable to increase the said borrowing limits to Rs. 50 Crores.

Accordingly, the approval of the Members of the Company is sought pursuant to the provisions of Section 293(1)(d) of the Companies Act, 1956.

None of the Directors of the Company are in any way concerned or interested in the Resolution except as shareholders of the Company.

By Order of the Board

For **PACHELI ENTERPRISES LIMITED**

Place : Mumbai
Date : 29th July, 2011

Sd/-
Managing Director

DIRECTOR'S REPORT

To,
The Members,
Pacheli Enterprises Limited
Mumbai – 400 092

Your Directors present herewith their Annual Report of the Company together with the Audited Annual Accounts of the Company for the year ended 31st March, 2011.

FINANCIAL PERFORMANCE:

During the year the Company has gained a profit of Rs. 61,000.

DIVIDEND

The Directors do not recommend any dividend for the year ended 31st March, 2011.

CHANGE OF NAME AND OBJECTS OF THE COMPANY

During the year the Company has changed its name from Mandsaur Ferro Alloys Limited to Pacheli Enterprise Limited pursuant to the change in the objects clause of the Memorandum of Association of the Company.

SHIFTING OF REGISTERED OFFICE OF THE COMPANY

The Company has shifted the registered office from the State of Madhya Pradesh to the State of Maharashtra vide the Company Law Bench, Madhya Pradesh order dated 30th June, 2011. Presently the registered office is situated under the jurisdiction of the Registrar of Companies, Mumbai, Maharashtra.

FUTURE OUTLOOK:

The intention of the new promoters is to enter into new line of business of Providing Loan for Housing and Business Purposes for which the strategy and plans are being put in place. Members will be briefed about the same as and when the same take concrete shape.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956 with respect to the Directors' Responsibility Statement, it is hereby confirmed that

- (i) In the preparation of Annual Accounts for the financial year ended 31st March 2011, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
- (ii) The directors had selected such accounting policies and applied them and made judgments and estimates that were 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 the year under review;
- (iii) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing fraud and other irregularities;
- (iv) The directors had prepared the accounts on a going concern basis.

DIRECTORS

Mr. Santosh Mohite, as Director of the Company, who retires by rotation and being eligible offers himself for re-appointment.

Mrs. Vidya Chalke, as Director of the Company, who retires by rotation and being eligible offers herself for re-appointment.

AUDITOR'S OBSERVATIONS/QUALIFICATIONS:

The report of the Auditors of the Company for the year under reference is self explanatory and do not call for any comments from Director.

DEPOSITS:

During the year under review, the Company did not accept any deposit from the public within the meaning of Section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rule, 1975 as amended.

AUDITORS:

M/s. Shyam C. Agrawal & Co., Chartered Accountants, Mumbai, as auditors of the Company retire at the ensuing Annual General Meeting of the Company and being eligible for re-appointment have offered themselves for re-appointment

M/s. Shyam C. Agrawal & Co., Chartered Accountants have confirmed that the appointment, if made, will be in accordance with the limits prescribed under Section 224(1B) of the Companies Act, 1956.

PARTICULAR OF EMPLOYEES

Pursuant to Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended, your Company has no person in its employment drawing salary within the monetary ceiling prescribed under section 217 (2A) of the Companies Act, 1956.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:

There is no manufacturing or trading activities of the company. Your directors have nothing to report under this head.

CORPORATE GOVERNANCE:

The disclosures as required under the Corporate Governance standards have been furnished as a part of this report. The Company has been practicing the principles of good corporate governance. In addition to basic governance issues, the Board lays strong emphasis on transparency, accountability and integrity.

LISTING OF SHARES:

The shares of the Company are listed at The Bombay Stock Exchange Limited, Mumbai and Madhya Pradesh Stock Exchange applicable listing fees have been paid within the prescribed time limits. The trading in shares of the Company is suspended. Management is taking due efforts regularize the compliances so that trading of the shares of the Company commences.

ACKNOWLEDGEMENT:

We would like to thank the shareholder & customers for showing their confidence, patience and support.

The Board would like to place on record its appreciation and thanks to the Investors, Customers, Suppliers and Bankers for their support, co-operation, guidance and the confidence reposed on the Company.

For and on behalf of the Board
For PACHELI ENTERPRISES LIMITED

Sd/-
Chairman

Place: Mumbai
Date: 29th July, 2011

AMIT R. DADHEECH & ASSOCIATES

Company Secretaries

COMPLIANCE CERTIFICATE

Name of the Company : PACHELI ENTERPRISES LIMITED
Formerly known as Mandsaur Ferro Alloys Limited

CIN No. of the Company : U27106MP1989PLC005049

Nominal Capital : Rs. 42,500,000

To,

The Members

I have examined the registers, records, books and papers of **PACHELI ENTERPRISES LIMITED (Formerly known as Mandsaur Ferro Alloys Limited)** as required to be maintained under the Companies Act, 1956, and the rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2011, in my opinion and to the best of my information and according to the examination carried out by me and *explanation furnished to me by the company, its officers and agents*, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made thereunder and all entries therein have been duly recorded.
2. The Company has duly filed the forms and returns as stated in Annexure 'B' to this certificate, with the Registrar of Companies, Regional Director, Central Government, Company Law Board or other authorities under the Act and the rules made thereunder.
3. The company is a public limited company.
4. The Board of Directors duly met Five (5) times during the year on 25th April, 2010, 26th July, 2010, 17th August, 2010, 13th November, 2010, and 31st January, 2011, and the proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The Company has closed its Register of Members from 19th September, 2010 to 24th September, 2010 during the financial year.
6. The Annual General Meeting for the financial year ended on 31st March, 2010 was held on 25th September, 2010 after giving due notice to the members of the company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. No Extra-ordinary General Meeting was held during the financial year.
8. As certified by the management, the Company has, not advanced any loans to its Directors or persons or firms or Companies referred to under section 295 of the Act.
9. As certified by the management, the Company has not entered into any contracts falling within the purview of Section 297 of the Act.
10. The Company has made necessary entries in the register maintained under Section 301 of the Companies Act.

11. As there were no instances falling within the purview of section 314 of the Act, the Company not obtained any approvals from the Board of Directors, members or Central Government.
12. As explained to us by the Management, the Company has not issued any shares, debentures or other securities during the financial year.
13. As certified by the Management, the Company has not issued any duplicate share certificates during the financial year.
14. During the Year :
 - (i) As explained to us by the Management and on the base of the records available with the Company, the Company has delivered all the certificate on lodgement thereof for transfer and there was no allotment/transmission of securities during the financial year.
 - (ii) The Company has not deposited any amount in a separate Bank Account as no dividend was declared during the financial year.
 - (iii) The Company was not required to post warrants to any member of the company as no dividend was declared during the financial year.
 - (iv) The Company duly complied with the requirements of section 217 of the Act.
15. The Board of Directors of the Company is duly constituted and the appointments of directors, additional directors, alternate directors and directors to fill casual vacancies have been duly made during the financial year.
16. The appointment of Managing Director has been made in compliance with the provisions of the Act read together with schedule XIII of the Act and approval of Central Government has been obtained.
17. The Company has not appointed any sole selling agents during the financial year.
18. As certified by the management, the Company has not obtain approvals of the Central Government, Company Law Board, Regional Director, Registrar and / or such authorities prescribed under the various provisions of the Companies Act, 1956 during the financial year.
19. The concerned Directors have disclosed their interest in other firms / companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. As certified by the management, the Company has not invited / accepted any deposits including any unsecured loans falling within the purview of section 58A during the financial year.
24. As explained to us by the Management of the Company the company has not borrowed any amount from directors, members, public, financial institutions, banks and others during the financial year ending 31st March, 2011.

25. The Company as explained to us has not made any loans or advances or given guarantees or provided securities to other bodies corporate and consequently no entries have been made in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to situation of the Company's registered office from one state to another during the year under scrutiny. However during the year, resolutions have been approved by the share holders for altering of Registered office clause and the respective petition have been filed with the Company Law Bench.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the Company during the year under scrutiny. However during the year the Company has filed the change of objects application with the concerned Registrar of Companies and Central Government vide share holders approval.
28. The Company has not altered the provisions of the Memorandum with respect to name of the Company during the year under scrutiny. However during the year the Company has filed the change of name application with the concerned Registrar of Companies and Central Government vide share holders approval.
29. The Company has not altered the provisions of the Memorandum with respect to the share capital of the Company during the year.
30. The Company has altered its Articles of Association during the year.
31. As informed by the Management, there was no prosecution initiated against or show-cause notices received by the Company and no fines or penalties or any other punishment was imposed on the Company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The company has not constituted a separate provident fund trust for its employees or class of its employees as contemplated U/s 418 of the Act.

Amit R. Dadheech & Associates

Place : Mumbai
Date : 29th July, 2011

Sd/-
Amit. R. Dadheech
Proprietor