

# 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

### BOARD OF DIRECTORS

Mr. Padamchand Dhoot  
Mrs. Vidya Chalke  
Mr. Santosh Mohite  
Mr. Ramavtar Shekhavat  
Mr. Vijay Pandhere  
Mr. Brijesh Mourya

### AUDITORS

M/s Shyam C. Agrawal & Co.

### REGISTERED OFFICE

4 Prathmesh Leela, Opp Don Bosco School,  
New Link Road, Borivali (W),  
Muambai – 400 092  
Maharashtra

### FINANCIAL YEAR

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 2<sup>nd</sup> 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: 29<sup>th</sup> 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 27<sup>th</sup> August, 2011 to 2<sup>nd</sup> 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 31<sup>st</sup> 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 30<sup>th</sup> 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 31<sup>st</sup> 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

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# AMIT R. DADHEECH & ASSOCIATES

## Company Secretaries

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### 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 25<sup>th</sup> April, 2010, 26<sup>th</sup> July, 2010, 17<sup>th</sup> August, 2010, 13<sup>th</sup> November, 2010, and 31<sup>st</sup> 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 19<sup>th</sup> September, 2010 to 24<sup>th</sup> 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 31<sup>st</sup> 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**

**Annexure A**

Registers as maintained by the company

**Statutory Registers**

1. Register of Members under Section 150
2. Minutes of Board Meetings and General Meetings under section 193
3. Register of Directors' Disclosures under section 303
4. Register of Share Transfers
6. Register of Directors' shareholding under section 307
7. Register of Charges under section 143

**Annexure B**

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other Authorities during the financial year ending 31st March, 2011

<b>Sr. No.</b>	<b>Form No.</b>	<b>Filed under Section</b>	<b>For filing</b>	<b>Date of filing</b>	<b>Whether filed within prescribed time Yes / No.</b>	<b>If delay in filing whether requisite additional fee paid Yes / No.</b>
1.	32	303	Appointment of Director	15/06/2010	NO	Yes
2.	32	303	Resignation of Director	22/06/2010	Yes	No
3.	62	192A	Submission of documents with registrar	23/08/2010	Yes	No
4.	17	138	Satisfaction Charge of	02/09/2010	Yes	No
5.	25C	269(2)	Return of appointment of managing Director	18/10/2010	Yes	No
6.	62	192A	Submission of documents with registrar	18/10/2010	Yes	No
7.	32	303	Appointment of Director	28/02/2011	No	Yes
8.	23	192	Registration resolution of	16/03/2011	No	Yes

**CORPORATE GOVERNANCE REPORT**

The detailed report on implementation by the company of the Corporate Governance Code as incorporated in Clause 49 of the Listing Agreement with Stock Exchanges is set out below:

**1. PHILOSOPHY ON CORPORATE GOVERNANCE AT PACHELI ENTERPRISES LIMITED**

The philosophy of Corporate at Pacheli Enterprises Limited is:

- (a) To ensure highest levels of integrity and quality.
- (b) To ensure observance of highest standards & levels of transparency, accuracy, accountability and reliability on the organisation.
- (c) To ensure protection of wealth and other resources of the Company for maximising the benefits to the stakeholders of the Company

**2. BOARD OF DIRECTORS**

**(i) Composition and category of the Board of Directors**

The board of Directors of Pacheli Enterprises Limited consists of six Directors with a fair representation of executive, non-executive and independent Director. The Chairman being an Executive Director and is from Promoter group, as per the listing Agreement, the Company has three independent Directors on the Board. None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees (as specified in Clause 49 of the Listing Agreement) across all companies in which he / she is a Director.

Sr.No	Name of the Director/ Managing Director	Executive/ Non- Executive	Independent/ Non- Independent
1.	Mr. Padamchand Dhoot	Executive	---
2.	Mrs. Vidhya Chalke	Executive	---
3.	Mr. Santosh Mohite	Executive	---
4.	Mr. Vijay Pandere	Non-Executive	Independent
5.	Mr. Brijesh Maurya	Non-Executive	Independent
6.	Mr. Ramavtar Shekhavat	Non-Executive	Independent

**3. BOARD MEETING**

The Board of Directors met **5 times** during the period under review on 25<sup>th</sup> April, 2010, 26<sup>th</sup> July, 2010, 17<sup>th</sup> August, 2010, 13<sup>th</sup> November, 2010, and 31<sup>st</sup> January, 2011. The Attendance of each Director at the meeting of the Board of Director held during the year and the last Annual General

Meeting and also the number of Board of Directors or Committee meetings of which he is a member/ chairman is as under:

**21<sup>st</sup> Annual Report  
2010 – 2011**

Name of Director	Attendance Particulars		No of Directorships in domestic public limited companies (including this Company)		No of Committee Members* in domestic public limited companies (including this company)	
	Board Meeting	Last AGM	As Chairman	As Director	As Chairman	As Member
Mr. Padamchand Dhoot	5	Yes	2	2		
Mr. Santosh Mohite	5	Yes	NIL	1	-	2
Mr. Ramavtar Shekhavat	5	Yes	-	1	2	2
Mr. Vijay Pandhere	5	Yes	-	1	-	2
Mr. Brijesh Mourya	5	Yes	-	1	-	2
Mrs. Vidya Chalke	5	Yes	NIL	1	NIL	NIL

**4. AUDIT COMMITTEE:**

**1. Audit Committee**

**(a) Terms of Reference**

The terms of reference of the Audit Committee are in conformity with the requirements of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

**(b) Audit Committee Members**

During the year upto the month of September, 2010, the Audit Committee comprised Mr. Vinod Jain, Mr. Sunil Parikh and Mr. Navneet Das Parikh all non-executive Independent Directors. Mr. Vinod Jain, Independent Director, was the Chairman of the Audit Committee. They resigned as Directors on 15<sup>th</sup> May, 2010.

The Audit Committee was reconstituted and comprised of 3 members Mr. Ramavtar Shekhawat, Independent Director, Mr. Brijesh Maurya and Mr Vijay Pandhere were appointed as members of Audit Committee. Mr. Ramavtar Shekhawat, Independent Director is the Chairman of the Audit Committee.

**(c) Meetings held and attendance**

Four Audit Committee meetings were held during the year. These were held on 25<sup>th</sup> April, 2010, 26<sup>th</sup> July, 2010, 17<sup>th</sup> August, 2010, 13<sup>th</sup> November, 2010, and 31<sup>st</sup> January, 2011.

Attendance at Audit Committee meetings during the year 2010-11 was as follows:

Name of the Directors	No. of Meetings held	No. of Meetings attended
Mr. Ramavtar Shekhawat	5	5
Mr. Brijesh Maurya	5	5
Mr. Vijay Pandhere	5	5

#### 4. Remuneration Committee

No member of the Board is paid any remuneration or sitting fees for attending Board and Committee meetings. The Board has therefore not constituted a Remuneration Committee.

#### 5. Shareholders/ Investors Grievances Committee

The Shareholders/ Investors Grievances Committee comprised of an Independent Non Executive Directors as the Chairman and two Independent Non Executive Directors as members. The committee apart from the ensuring timely share transfers also looks into any investors complaints. The committee has designated Compliance Officer as the officer in-charge of all investor complaints. The matters unresolved for more than 15 days are reported to the committee. The committee met two times during the period. The attendance of the committee is as under:

Name of the Member	No. of meetings attended
Mr. Ramawatar Singh Shekhawat	2
Mr. Brijesh Maurya	2
Mr. Vijay Pandhere	2

#### Investors Complaints

The Company received some complaints from shareholders during the year as shown below. These complaints were resolved to the satisfaction of the shareholders. The average time taken by the Company to resolve complaints was 15-20 days.

Nature of complaint	Complaints received	Complaints redressed	Complaints Pending
Non-receipt of share certificates	-	-	-
Non-receipt of dividend/interest warrant	2	2	-
Non-receipt of annual report	-	-	-
Non-completion of transfer procedure	-	-	-
Total	2	2	-

#### 6. Code of Conduct for the Board meeting and Senior Management

The Board of Directors of the Company has laid down a Code of Conduct for all its Members and Senior Management personnel, who have affirmed their compliance therewith.

**DECLARATION**

**Annual Declaration by Chief Executive Officer (CEO) / Chairman / Managing Director (MD) pursuant to Clause 49(i)(d)(ii) of the Listing Agreement**

As the Chief Executive Officer (CEO) /Chairman / Managing Director (MD) of **PACHELI ENTERPRISES LIMITED** provided under Clause 49 (i)(d)(ii) of the Listing Agreement. I hereby declare that all the Board members and Senior Management personnel of the company have confirmed compliance with the code of conduct for the financial year ended 31 March 2011.

**FOR PACHELI ENTERPRISES LIMITED**

Date 29th July, 2011  
Place: Mumbai

Sd/-  
**Padamchand Dhoot**  
Managing Director

**7. Disclosure**

**a. Disclosures on materially significant related party transactions that may have potential conflict with the interest of the Company at large**

As required by the amended Clause 49, a statement in summary form of transaction with related parties are being periodically placed before the audit committee. There were no transactions of the Company of material significance with its Promoters, Directors or the Management or Relatives during the year, which may have potential conflict with the interest of the Company at large. Transactions with related parties as per the requirements of Accounting Standard (AS-18) Related Party Disclosures disclosed in the Notes to the Accounts are nil for the financial year.

**b. Disclosure of Accounting Treatment**

In the preparation of the financial statements, the company has followed the Accounting Standards referred to in Section 211 (3) (c) of the Companies Act, 1956. The significant accounting policies which are consistently applied are set out in the Annexure to the Notes to the Accounts.

**c. Risk Management**

The Company has devised a Risk Management Framework for Risk Assessment and Minimization, which is assessed by the Board of Directors of the Company every year..

**d. Details of non-compliance by the Company, Penalties & Strictures imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years**

The Company has complied with the requirements of the Listing Agreements entered into with the Stock Exchanges as well as the regulations and guidelines of the SEBI. No penalties imposed by either SEBI or the Stock Exchanges or any statutory authority for non compliance of any matter related to the capital markets during the last three years. The shares of the company are not traded in any stock exchange. The Company has paid the requisite listing fees to the Bombay Stock Exchange.

## 8. Annual General Meetings (AGM)

The details of last three Annual General Meetings are as under:

Year	Venue	Day/Date	Time
18 <sup>th</sup>	Mhow Neemuch Road Botalganj, Mandsaur	30/09/2008	3.00 PM
19 <sup>th</sup>	Mhow Neemuch Road Botalganj, Mandsaur	30/09/2009	3.00 PM
20 <sup>th</sup>	Mhow Neemuch Road Botalganj, Mandsaur	25/09/2010	3.00 PM

No postal ballots were used for voting at these meetings. At the ensuing Annual General Meeting, there is no item on the agenda that needs approval by postal ballot. However the Company has declared the results of the Postal Ballot in the last Annual General Meeting held on 25<sup>th</sup> September, 2010 by the Chairman.

## 9. Means of Communications

Quarterly Results: The Company publishes Quarterly Results in the Newspapers as required under the Listing Agreements

## 10. General Shareholders Information

**Registered Office:** 4 Prathmesh Leela, Opp Don Bosco School, Borivali (W), Mumbai – 400 092. The company had received the order from the Company Law Bench for shifting of registered office from the state of Madhya Pradesh to the state of Maharashtra on 30<sup>th</sup> June 2011

**Compliance Officer:** Mr. Padamchand Dhoot was appointed Compliance Officer..

**Annual General Meeting:** The 21<sup>st</sup> Annual General Meeting of the company will be held on 2<sup>nd</sup> September, 2011 at the 4 Prathmesh Leela, Opp Don Bosco School, Borivali (W), Mumbai of the Company at 11.30 a.m

**Financial Year:** 1<sup>st</sup> April, 2010 to 31<sup>st</sup> March, 2011

**Date of Book Closure:** 27<sup>th</sup> August, 2011 to 2<sup>nd</sup> September, 2011 book closure for the year. (Record date was taken for AGM purpose)

**Dividend Payment Date:** No dividend for the year hence Not Applicable

**Listing on Stock Exchanges:** Bombay Stock Exchange Limited

**Listing Fees:** Company has paid all Listing Fees to every stock exchange where Security of Company is Listed.

**Market Price Data:** Since trading in shares of the Company is suspended the shares have not been traded in any stock exchange hence the market price data are not available.

**Registrar & Transfer Agent:** Link Intime India Pvt Ltd is the Registrar & Transfer Agent of the Company.

Link Intime India Private Limited  
C-13, Pannalal Silk Mills Compund,  
L.B.S. Marg, Bhandup (W)  
Tele No 022-25963838  
Fax No 022-25946969  
Mumbai@linkintime.co.in

**Distribution of Shareholding**

As of March 31, 2011 the distribution of the equity shareholding of the Company was as follows:

	No. of share holders	%	No. of shares held	%
Upto 5000	18275	96.903	22,13,300	53.46
5001-10000	306	1.623	2,70,000	6.52
10001-20000	153	0.811	2,45,100	5.92
20001-30000	36	0.191	90,200	2.18
30001-40000	14	0.074	49,600	1.20
40001-50000	22	0.117	1,08,300	2.62
50001-100000	25	0.133	2,00,000	4.83
100001 & Above	28	0.148	9,63,500	23.27
<b>TOTAL</b>		<b>100.000</b>	<b>41,40,000</b>	<b>100.00</b>

**Categories of Shareholding as on 31st March, 2011 are as follows:**

Category	No. of shares held	%
Resident Individuals	35,57,100	85.92
Body Corporates	42,600	1.03
Nationalised Banks	500	0.01
Promoter Group	5,39,800	13.04
<b>TOTAL</b>	<b>42,500,000</b>	<b>100.00</b>

**Dematerialization of Shares and Liquidity:**

As on March 31, 2011, nil equity shares representing 0% of the paid up share capital of the Company has been dematerialized. The shares of the Company are not traded.

**Outstanding Convertible Instruments:**

As on date, the Company has no outstanding convertible instruments.

**Manufacturing Units:**

The company do not have any manufacturing unit.

**Secretarial Audit for Reconciliation of Capital:**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out Secretarial Audit. This audit is carried out every quarter but the report thereon is pending to be submitted to the Stock Exchanges. The audit confirms that the total listed and paid-up capital is in agreement with the aggregate of the total shares held in physical form.

**FOR PACHELI ENTERPRISES LIMITED**

Sd/-

**Mr. Padamchand Dhoot**  
**Managing Director**  
**Place: Mumbai**  
**Date: 29th July, 2011**

**CERTIFICATION BY CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER**

To,

The Board of Directors,

**PACHELI ENTERPRISES LTD**

Shop No. 4, Prathmesh Leela,  
New Link Road, Borivali (W.),  
Mumbai – 400 092.

We hereby certify that for the financial year, ending 31<sup>st</sup> March, 2011 on the basis of the review of the financial statements and the cash flow statement and to the best of our knowledge and belief that:-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
2. These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. 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.
4. we accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that:
  - a) There have been no significant changes in internal control during the year;
  - b) There have been no significant changes in accounting policies during the year.
  - c) There have been no instances of significant fraud of which we are 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.

Sd/-

P.C. DHOOT

(CEO & MANAGING DIRECTOR)

Sd/-

VIDHYA CHALKE

(CHIEF FINANCIAL OFFICER)

Date: 29th July, 2011

Place: Mumbai.

The Board of Directors,  
PACHELI ENTERPRISES LIMITED  
Borivali (W), Mumbai,

I have reviewed the financial statements of PACHELI ENTERPRISES LIMITED for the year ended 31st March, 2011 and to the best of my knowledge and belief, I state that

1. We have reviewed the financial statements and the cash flow statements for the period ended March 31, 2011 to best of our knowledge and belief:-

a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

b) These statements together present a true and fair view of the Company's affairs and are in with existing accounting standards, applicable laws and regulations;

2. There are, to the best of our knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct;

3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed the auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps taken or proposed to be taken to rectify the same;

4. We have indicated to the auditors and the Audit Committee:-

a) Significant changes, if any, in internal controls over financial reporting during the year;

b) Significant changes, if any, in accounting policies during the year and the same have been disclosed in the notes to the financial statements; and

c) Instances of significant fraud, if any, wherein there has been involvement of management or an employee having a significant role in the Company's internal control system over financial reporting.

**FOR PACHELI ENTERPRISES LIMITED**

Sd/-

**Padamchand Dhoot**  
Managing Director

Date: 29th July, 2011  
Place: Mumbai

**MANAGEMENT DISCUSSION AND ANALYSIS**

a) Overview:

The company has diversified into Providing Finance for Housing and Business Purposes.

b) Industry:

Inspite of the effects of the major competitors, your company is bidding competitive prices for the services rendered and overcoming from the effects of the same.

c) Financial performance:

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

d) Opportunities and Threats

Your Company has strengthened its infrastructure, technical skills, strategic alliances and positioned itself to reap the benefits of the potential economic growth of the country. With the induction of the new Directors, the Company is in a much stronger position in the market both financially and in terms of access to the latest opportunities. The new Director has rich experience in Realty Estate and Housing Development field and with the help of the new Directors your company has opportunities to explore markets for these products in India.

e) Internal Controls

The Audit Committee of the Board of Directors meets on a regular basis to review the control systems and to take stock of the situation. Any significant findings are reviewed by the Audit Committee.

The Company is in process to set up internal systems and control mechanisms to ensure:

- On going risk assessment, identification of new risks and implementation of effective mitigation processes to safeguard the Company's interests.
- Transparency and efficiency of operations and resource management.
- Accuracy in financial reporting by implementation of systems framework for detection of errors and frauds.
- Law and regulatory compliance.

f) Risk Management

The Company has realized the need to ensure that it has a proper and continuous risk identification and management process.

**Risk Mitigation**

Your Company continues to witness cost push inflation. Efforts are being made to counter this through both price adjustments and elimination of operational inefficiencies as well as incorporation of escalation clauses in longer period contracts wherever possible.

**Financial Risk**

Financial risks include liquidity for working capital requirements and non-fund facilities like Bank Guarantee limits required for large projects.

**Statutory Compliance**

Compliance of SEBI regulations and the provisions of the Listing Agreement are ensured by the Board of Directors.

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CAUTIONARY STATEMENT

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable securities laws and regulations. These are based on certain assumptions and expectations of future events. The Company does not guarantee that these assumptions and expectations are accurate or will be realized. The actual results or performance could differ materially from those expressed or implied. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

For PACHELI ENTERPRISES LIMITED

Sd/-

(Mr. Padamchand Dhoot)  
Managing Director

**A REPORT ON CORPORATE GOVERNANCE BY STATUTORY AUDITORS**

To,

The Board of Directors,

**PACHELI ENTERPRISES LTD**

Shop No. 4, Prathmesh Leela,  
Opp. Donbosco School,  
New Link Road, Borivali (W.),  
Mumbai - 400 092.

We have reviewed the implementation of Corporate Governance produced by the company during the year ended 31<sup>st</sup> March, 2011 with the relevant records and documents maintained by the company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The Compliance of the conditions of the Corporate Governance is the responsibility of the Management. Our examination is neither an audit nor an expression of opinion of the financial statements of the company.

On the basis of the above and according to the information and explanations given to us, in our opinion, the Company has complied in all material respects with the conditions of Corporate Governance stipulated in the Clause 49 of the Listing Agreement with the Stock Exchanges except Clause 49(IA).

We further state that our examination of such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Shyam Agarwal & Co.,  
Chartered Accountants

Sd/-

Shyam Agarwal  
(Proprietor)

Mumbai,  
29th July, 2011

**Auditor's Report to the members of  
PACHELI ENTERPRISE LIMITED  
(Formally Known As Mandsaur Ferro Alloys Limited)**

1. We have audited the attached balance sheet of **PACHELI ENTERPRISE LIMITED** as at March 31, 2011, and also the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
  - i. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - ii. 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;
  - iii. The Balance Sheet and Profit and Loss Account dealt with by this report are in agreement with the books of account;
  - iv. In our opinion, the Balance Sheet and Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
  - v. On the basis of written representations received from the directors, as on March 31, 2011 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on March 31, 2011 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;

5. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
- a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2011; and
  - b. In the case of the Profit and Loss Account, of the Loss for the year ended on that date.

**For Shyam Agrawal & Co.**  
Chartered Accountants

Sd/-

Proprietor

FIRM NO. 1102430

M. NO. 31774

Place: MUMBAI

Dated: 25<sup>th</sup> JUNE, 2011

**Annexure to the auditor's report of  
PACHELI ENTERPRISE LIMITED  
(Formally Known As Mandsaur Ferro Alloys Limited)**

Referred to in paragraph 3 of our report of even date

4(i)(a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

(b) As informed and represented to us, fixed assets have been physically verified by the management during the period and no material discrepancies were noticed on such verification.

(c) In our opinion and according to the information and explanations given to us, the Company has not disposed off a substantial part of fixed assets during the period thereby affecting the going concern.

4(ii) The Company is a Service Company, primarily rendering consultancy Services. Accordingly, it does not hold Inventories. Hence, Paragraph 4(ii) of the Order, is not applicable.

4(iii)(a) The Company during the period has not taken loans unsecured from companies, firms, or other parties listed in the register maintained under section 301 of the Companies Act, 1956.

(b) The Company has not gave an unsecured loan to a Company (not covered within the scope of Section 301 of the Companies Act, 1956) by way of Inter Corporate Deposit, the rate of interest and other terms and conditions of which are not prima facie, prejudicial to the interest of the Company.

(c) The loans granted are re-payable on demand. As informed and explained, the Company has not demanded repayment of any such loan during the year, thus, there has been no default on the part of the parties to whom money has been lent. The payment of Interest is also not regular.

(d) As stated above, no repayment schedule has been specified and thus there are no overdue amounts in excess of Rs. One Lakh.

(e) The Company has not taken any loans, secured or unsecured, from parties covered in the register maintained under section 301 of the Act. Accordingly, the clause (iii)(f) and (iii)(g) of paragraph 4 of the Order are not applicable to the company for the year.

4(iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. During the year,

there was no Sale of Services. Provisions in respect of adequate controls referred in clause 4(iv) of the order relating to purchase of Inventories and sale of goods as company is service oriented company. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system of the company.

4(v)(a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.

(b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under Section 301 of the Act and exceeding the value of Five lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.

4(vi) In our opinion and according to information and explanations given to us, the Company has not accepted deposits from the Director and public within the meaning of section 58A of the Companies Act, 1956 and the rules framed there under are not applicable.

4(vii) There is no internal audit system. However, the Company has adequate internal control procedure involving internal checking of its financial record.

4(viii) The Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 for any of the activities of the Company.

4(ix)(a) According to information and explanation given to us, the Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax, service tax and other material statutory dues applicable to it which are outstanding for more than Six months from the date they become payable as of 31<sup>st</sup> March 2011.

(b) According to the records of the Company, there was disputed statutory dues of Rs. 10,00,000/- that have been deposited on account of the matters pending before appropriates authorities.

4(x)(a) The accumulated losses of the Company as on 31<sup>st</sup> March 2011 exceed 50 per cent of its net worth.

4(xi) According to the information and explanations given to us, the Company has not defaulted in any repayment of dues to any financial Institution or bank, as applicable, as at the Balance Sheet date.

4(xii) As explained to us, the Company has not granted any loans and advances on the

basis of security by way of pledge of shares, debentures and other securities and therefore Paragraph 4(xii) of the said Order relating to maintenance of documents and records is not applicable.

- 4(xiii) The Company is not a Chit Fund / Nidhi / Mutual Benefit Fund/Societies. Therefore, the provisions of clause 4(xiii) are not applicable to the company.
- 4(xiv) In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in securities.
- 4(xv) According to the information and explanations given to us, the Company has not given guarantees Loan taken by others from bank or financial institutions and thus clause 4(xv) is not applicable.
- 4(xvi) The Company has not taken any term loans and therefore clause 4(xvi) of the order is not applicable.
- 4(xvii) According to the information and explanations given to us, the Company has not raised any funds, short-term or long-term, during the period and therefore Clause 4(xvii) of the said Order relating to usage of such funds is not applicable.
- 4(xviii) According to the information and explanations given to us, during the year the Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956.
- 4(xix) According to the information and explanations given to us, during the year covered by our audit report, the Company has not issued any debentures.
- 4(xx) According to the information and explanations given to us, the Company has not made any public issue during the period and accordingly Paragraph 4(xx) of the said Order relating to end use of money raised is not applicable.
- 4(xxi) According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

**For Shyam Agrawal & Co.**  
Chartered Accountants

Sd/-  
Proprietor  
M. NO. 31774  
Place: MUMBAI  
Dated: 25<sup>th</sup> JUNE, 2011

**PACHELI ENTERPRISE LTD**  
Formerly Known As MANDSAUR FERRO ALLOYS LIMITED

**BALANCE SHEET AS ON THE DATE OF 31ST MARCH, 2011**

PARTICULARS	Schedule No.		As at 31-03-2011 Rs.		As at 31-03-2010 Rs.
<b>I. SOURCES OF FUNDS</b>					
<b>1. Shareholders' Funds</b>					
Share Capital	1		41,400,000		41,400,000
Reserves & Surplus	2		150,000		150,000
<b>2. Loan Funds</b>					
Unsecured Loans	3		-		5,900
<b>TOTAL</b>			<b>41,550,000</b>		<b>41,555,900</b>
<b>II. APPLICATION OF FUNDS</b>					
<b>1. Fixed Assets</b>					
			-		-
<b>2. Investments</b>					
	4		-		25,000
<b>3. Current Assets, Loans and Advances :</b>					
A) Current Assets -					
i) Cash and Bank balances	5	695,177		149,972	
ii) Sundry Debtors	6	50,000		3,869,014	
B) Loans & Advances -					
<b>Total Current Assets</b>	7	<b>73,924,500</b>		<b>1,265,113</b>	
		<b>74,669,677</b>		<b>5,284,099</b>	
Less : i) Current liabilities & provision	8	77,074,165		7,768,687	
<b>Total Current Liabilities &amp; Provisions</b>			<b>77,074,165</b>		<b>7,768,687</b>
<b>Net Current Assets</b>			(2,404,488)		(2,484,588)
<b>4. Miscellaneous expenditure</b>					
(to the extent not written off)	9				
(P&L Dr. Balance)		43,954,488		44,015,488	
			43,954,488		44,015,488
<b>TOTAL</b>			<b>41,550,000</b>		<b>41,555,900</b>
			0.00		0.00

FOR SHYAM . C . AGRAWAL & CO  
Chartered Accountants

For and on behalf of the Board

Sd/-  
Shyam Agrawal  
Proprietor  
PLACE : Mumbai  
DATE : 25th June, 2011

Sd/-  
DIRECTOR

Sd/-  
DIRECTOR

**PACHELI ENTERPRISE LTD**  
**Formerly Known As MANDSAUR FERRO ALLOYS LIMITED, MANDSAUR**

**PROFIT & LOSS ACCOUNT FOR THE YEAR 2010-2011**

Particulars	Schedule No.		As at	As at	
			31-03-2011	31-03-2010	Rs.
			Rs.		
<b>1. INCOME :</b>					
Interest/Other Income	10		630,000		-
			<b>630,000</b>		-
<b>2. EXPENDITURE :</b>					
Administrative, and Other Exp.	11		564,592		290,200
Loss on Sale of Shares			-		1,526,080
Interest and Other Financial Expenses	12		4,408		9,044
			<b>569,000</b>		<b>1,825,324</b>
Profit/Loss for the Year			61,000		(1,825,324)
Add : Loss brought forward from Previous Year			(44,015,488)		(42,190,164)
			(43,954,488)		(44,015,488)

FOR SHYAM . C . AGRAWAL & CO  
Chartered Accountants

For and on behalf of the Board

Sd/-  
Shyam Agrawal  
Proprietor  
PLACE : Mumbai  
DATE : 25th June, 2011

Sd/-  
DIRECTOR

Sd/-  
DIRECTOR

**PACHELI ENTERPRISE LTD**  
**FORMLY KNOWN AS MANDSAUR FERRO ALLOYS LIMITED, MANDSAUR**

**SCHEDULES 1 TO 9 ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS ON 31ST MARCH, 2011**

PARTICULARS	As at 31-03-2011 Rs.	As at 03-2010 Rs.	31
<b>SCHEDULE 1 - SHARE CAPITAL</b>			
<u>Authorised :</u>			
42,50,000 Equity Shares of Rs. 10/- each	42,50,000		42,50,000
<u>Issued, Subscribed and Paid up :</u>			
4140000 ( 4140000) Equity Shares of Rs. 10/- each)	41,40,000	41,40,000	41,40,000
<b>SCHEDULE 2 - RESERVES &amp; SURPLUS</b>			
Capital Subsidy Reserve	150,000	150,000	150,000
<b>LOAN FUNDS</b>			
<b>SCHEDULE 3- UNSECURED LOANS :-</b>			
	-	5,900	5,900
<b>SCHEDULE 4 - INVESTMENT</b>			
Investments in Share : (Unquoted) 5000 Unquoted Equity Shares of Rs.100/- Each of M/s.Pooja Ferro Alloys Pvt.ltd Previous year 5000 Unquoted.	-	25,000	25,000
<b>SCHEDULE 5 - CASH &amp; BANK BALANCES</b>			
Cash in hand	193,131	147,578	
Ramesh Co op bank Ltd	502,046	-	
Dena Bank	-	2,394	
	695,177		149,972
<b>SCHEDULE 6 - SUNDRY DEBTORS</b>			
	50,000	3,869,014	3,869,014
<b>SCHEDULE 7 - ADVANCES &amp; DEPOSITS :</b>			
Sundry Deposit	-	28,050	
Advance to Suppliers	-	21,000	
Advance to Expenses	-	63,552	
Advance to Employee	-	25,090	
Advance for Capital Goods	-	27,421	
Income Tax Demand Paid Under Dispute	1,000,000	1,000,000	
Amount due agaist sale of Assests	-	100,000	
Advance to Others	72,924,500		1,265,113
	73,924,500		
<b>SCHEDULE 8 - CURRENT LIABILITIES &amp; PROVIOSIONS</b>			
Sundry Creditors	30,665		2,200,553
	(A) 30,665		2,200,553
<u>Outstanding Expenses :</u>			
Liabilities for Expenses	43,500		456,577
Liabilities for Capital Goods	-		130,211
	(B) 43,500		586,788
<u>Other Liabilities :</u>			
	77,000,000		4,981,346
	(C) 77,000,000		4,981,346
<b>TOTAL (A) + (B) + (C)</b>	<b>(A) + (B) + (C) 77,074,165</b>		<b>7,768,687</b>
<b>SCHEDULE 9 - MISCELLANEOUS EXPENDITURE</b>			
Debit Balance of Profit & Loss A/c	(42,129,164)		(44,007,477)
<b>TOTAL</b>	<b>(42,129,164)</b>		<b>(44,007,477)</b>

**PACHELI ENTERPRISE LTD**  
**FORMLY KNOWN AS MANDSAUR FERRO ALLOYS LIMITED, MANDSAUR**

**SCHEDULES '10' TO '12' ANNEXED TO AND FORMING PART OF THE PROFIT & LOSS A/C FOR THE YEAR 2010-2011**

PARTICULARS		As at 31-03-2011 Rs.	As at 31-03-2010 Rs.
<b><u>SCHEDULE '10' - INCOME</u></b>			
Sales/ Other Income	630,000	630,000	-
<b><u>SCHEDULE 11 - ADMINISTRATIVE ESTABLISHMENT &amp; OTHER</u></b>			
Salary		68,000	100,200
Conveyance & Travelling Expenses		40,861	35,000
Telephone & mobile Charges		40,687	-
Printing & Stationary		45,426	-
Staff welfare		12,240	-
Data Recovery Charges		-	150,000
ROC Fees		772	-
Listing Fees		149,844	-
Professional Fees		36,000	-
Postage and Courier		84,762	-
Legal & Professional Fees		43,000	-
Audit Fees		18,000	5,000
Shares written off		25,000	-
		<b>564,592</b>	<b>290,200</b>
<b><u>SCHEDULE 12 - INTEREST &amp; OTHER FINANCIAL EXPENSES</u></b>			
Bank Charges		4,408	-
<b>TOTAL</b>		<b>4,408</b>	-

## **SIGNIFICANT ACCOUNTING POLICIES:**

### **1. BASIS OF ACCOUNTING:**

The financial statement has been prepared under the historical cost convention principles and provision of Companies Act, 1956 as consistently adopted by the company.

### **2. FIXED ASSETS:-**

Fixed Assets are shown at historical cost as per AS-10 issued by ICAI. Intangible assets are recorded at their cost of acquisition. Capital expenditure on assets by the company is reflected as a distinct item in Capital Work-in Progress till the period of completion and thereafter in the Fixed Assets.

### **3. INVESTMENTS:**

Current Investments are valued at lower of cost and fair value determined on an individual basis as per AS-13 issued by ICAI. Long term investments are carried at cost. Provision is made for diminution, other than temporary, in the value of such investment. Premium paid on long term investments is amortized over the period remaining to maturity.

### **4. INCOME RECOGNITION**

Dividend is recognized on the basis of receipt and other revenues are recorded on the basis of accrual basis as per AS-9 issued by ICAI.

### **5. DEPRICATION:**

Depreciation is charged on SLM method at the rates specified in Schedule XIV of the Companies Assets costing up to Rs.5000/- are fully depreciated in the year of capitalization.

### **6. MISCELLANEOUS EXPENDITURE:**

Preliminary, Pre Operative and Expenses related to Public issue are to be amortized over a period of ten years.

### **7. CONTIGENT LIABILITIES:**

There are no Contingent liabilities as perceive by the management.

## 8. TAXATION:

Deferred Taxation: The Company has accounted for deferred tax in accordance with accounting standard-22 "Accounting for Taxes on Income" issued by The Council of the Institute of Chartered Accountants of India.

### NOTES TO THE ACCOUNTS

1. The company has not made any investment in quoted Shares and unquoted shares. The company has sold during the year shares of Rs. 25,000 of Pooja Ferro Alloys Pvt Ltd at cost i.e. Rs. 25,000/-.

### 2. RELATED PARTY TRANSACTIONS;

Associates:

Annanaya Enterprises

Pankaj Dhoot HUF

P.C.Dhoot HUF

Total Investments P. Ltd

Dhoot Industries Ltd

Pankaj Dhoot & Co.

Key Management Personnel

Padamchand Dhoot

Pushpadevi Dhoot

Pankaj Dhoot

Anuradha Dhoot

Pankaj Dhoot

### TRANSACTIONS WITH RELATED PARTIES:

Nature of Transactions	Associates Co.	Key Mgt Personnel
Expenses	NIL	NIL
Remuneration	NIL	NIL
Amount Outstanding		
Unsecured Loans	NIL	NIL

### 3. SEGMENT REPORTING (Accounting Standard-17)

The company operates under single business segment of Providing of Finance for Housing and Business.

4. There is neither earning in Foreign Exchange nor any expenditure in foreign Currency.

5. There are no Sundry Creditors at the end of the year who has registered as Small Scale Industries. Hence relevant information is not applicable.
6. Previous year figures have been regrouped, rearranged and recasted to correspond to the figures of the current year.

### **EARNING PER SHARE:**

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Number of Shares	41,40,000	41,40,000
Basic & Diluted EPS of Rs.10/- each	0.015	-0.44

As per our report of the even date

For: **SHYAM C. AGRAWAL & CO.** For: **PACHELI ENTERPRISE LTD.**

Sd/-  
**SHYAM AGRAWAL**

Proprietor  
Firm No.1102430  
M. No:-31774  
Mumbai  
Dated: 25<sup>th</sup> June, 2011

Sd/-                      Sd/-  
**DIRECTOR              DIRECTOR**

**PACHELI ENTERPIRSE LIMITED**  
**Formaly Known As Mandsaur Ferro Alloys Limited, Mandsaur**

	<b>31st March 2,011</b>	<b>31st March 2010</b>
<b>A</b>		
<b><u>CASH FLOW FROM OPERATION ACTIVITIES</u></b>		
Net Profit Before Tax & Extra ordinary Items	61,000	(1825324)
ADJUSTMENT FOR		
Investment	-	2026080
		<u>0</u>
OPERATING PROFIT BEFORE WORKING CAPITAL CHARGES	<u>61,000</u>	<u>200756</u>
ADJUSTMENT FOR:		
Shares Written off	25,000	
TRADE & OTHER RECEIVABLE	(68,840,372)	0
TRADE PAYABLES	<u>69,299,577</u>	<u>(63320)</u>
CASH GENERATED FROM OPERATIONS	484,205	137436
INTEREST PAID	-	-
DIRECT TAX PAID	<u>-</u>	<u>0</u>
NET CASH FLOW FROM OPERATING ACTIVITIES	<u>545,205</u>	<u>137436</u>
<b>B</b>		
<b><u>CASH FLOW FROM INVESTING ACTIVITIES</u></b>		
NET CASH USED IN INVESTING ACTIVITIES	<u>-</u>	<u>0</u>
<b>C</b>		
<b><u>CASH FLOW FROM FINANCIAL ACTIVITIES</u></b>		
NET CASH USED IN FINANCING ACTIVITIES	<u>-</u>	<u>0</u>
NET INCREASE IN CASH & CASH EQUIVALANTS	545,205	137436
OPENING BALANCE OF CASH & CASH EQUIVALANTS	149,972	12536
CLOSING BALANCE OF CASH & CASH EQUIVALANTS	695,177	149972

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 AND ON BEHALF PACHELI ENTERPRISES LIMITED

Sd/-  
P.C. DHOOT  
DIRECTOR

Sd/-  
VIDHYA CHALKE  
DIRECTOR

**Auditors Certificate**

We have examined the above Cash Flow Statement of **M/S Pachel Enterprises Limited** for the year ended **March 31, 2011**. The statement has been prepared by the Company in accordance with the requirements of the listing agreement with the stock exchange and is based on and in agreement with the corresponding Profit and Loss Account and Balance Sheet of the Company covered by covered by our report of 25th July 2011 to the members of the Company.

FOR M/S SHYAM C. AGRAWAL & CO.  
**CHARTERED ACCOUNTANTS**  
**FIRM NO. 1102430**

sd/-  
**SHYAM C. AGRAWAL**  
**PROPRIETOR**  
**MEMBERSHIP NO- 31774**  
**PLACE MUMBAI**  
**DATE : 25/06/2011**

**M/S. PACHELI ENTERPRISES LTD**  
(Formally Known As Mandsaur Ferro Alloys Ltd)

**BALANCE SHEET ABSTRACT AND A COMPANY'S GENERAL BUSINESS PROFILE**

**I. Registration Details:**

Registration No. : 10-05049 State Code: 11  
Balance Sheet Date : 31.03.2011

**II. Capital Raised during the year (Amount in Rs. Thousands).**

Public Issue : NIL Right Issue : NIL  
Bonus Issue : NIL Private Placements : NIL

**III. Position of Mobilization and Employment of Funds (Amount in Rs.):**

**Total Liability** : 41,555,500/- **Total Assets** : 41,555,500/-

**Sources of Funds**

Paid up Capital : 41,400,000/- Reserves & Surplus : 150,000/-  
Secured Loans : Nil Unsecured Loans : Nil  
Deferred Tax Liabilities: NIL

**Application of Funds**

Net Fixed Assets : Nil Investments : Nil  
Net Current Assets : (2,404,488) Misc. Exps. : 43,954,488/-

**IV. Performance of Company (Amount in Rs.) .**

Total Income : 630,000/- Total Expenditure: 569,000/-  
Profit Before Tax : 61,000/- Profit After Tax: 61,000/-  
Earning Per Share in Rs: 0.014 Dividend @ % : NIL

**V. Generic Names of Three Principal Products / Services of Company (as per monetary term.)**

1. Item Code No. ITC Code 01:

For Pacheli Enterprises Ltd

Sd/-  
Director

**ATTENDANCE SLIP**

**PACHELI ENTERPRISES LIMITED**

(Registered Office: 4 Prathmesh Leela, Opp Don Bosco School, Borivali (W), Mumbai)

PLEASE COMPLETE AND HANDOVER THE SLIP AT THE ENTRANCE OF THE VENUE. I/WE HEREBY RECORD MY/OUR PRESENCE AT THE ANNUAL GENERAL MEETING HELD 4 Prathmesh Leela, Opp Don Bosco School, New Link Road, Borivali (W), Mumbai. ON Friday THE 2<sup>nd</sup> September, 2011, AT 11.00 a.m.

NAME /S OF THE MEMBER/S OR PROXY /PROXIES

NAME/S AND ADDRESS/ES OF THE MEMBER/S (INCAPITAL)

Reference Folio No. \_\_\_\_\_ Signature

Jointly with

**PROXY FORM**

**PACHELI ENTERPRISES LIMITED**

Registered Office: 4 Prathmesh Leela, Opp Don Bosco School, New Link Road, Borivali (W), Mumbai (Maharashtra)

I/WE.....Of.....

.....being a member/s  
Members of the above named company hereby  
appoint.....of

..... in the district of ..... or failing  
him/her,.....of

..... in the district of .....as my/our proxy to  
vote for me/us on my behalf at the 21<sup>th</sup> ANNUAL GENERAL MEETING of the company to be held on  
Friday THE 2<sup>nd</sup> September, 2011 and at any adjournment thereof.

Signed this .....day of .....2011 Folio

Nos of Shares ..... Signature .....Affix Stamp

**PRINTED MATTER**

**IF UNDELIVERED PLEASE RETURN TO**

**PACHELI ENTERPRISES LIMITED**

**Registered Office:** 4 Prathmesh Leela, Opp Don Bosco School, New Link Road, Borivali (W),  
Mumbai – 400 092, (Maharashtra)