



# **PACHELI INDUSTRIAL FINANCE LIMITED**

CIN : L74110MH1985PLC037772

Corp. Off. : J-71, Lower Ground Floor, J-Block Paryavaran Complex Ignou Road,  
Neb Sarai, New Delhi-110062 | ☎ dhoot\_2000@rediffmail.com | +91 8294697644

Date- 5<sup>th</sup> August, 2024

To,

**BSE Limited  
Department of Corporate Services,  
Phiroze Jeejee Bhoy Towers,  
Dalal Street, Mumbai-400001.**

**Scrip Code: 523862 (PACHELI INDUSTRIAL FINANCE LIMITED)**

**Sub: Notice of the 39<sup>th</sup> Annual General Meeting of the Company.**

Dear Sir/Madam (s),

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the notice of 39<sup>th</sup> Annual General Meeting (AGM) of the Company scheduled to be held on **Wednesday, 28<sup>th</sup> August, 2024 at 01:00 P.M.** through Video Conferencing / Other Audio Visual Means for the financial year 2023-24. The aforesaid Notice is also available on the website of the company at <https://www.pifl.in>.

**For & on the behalf of Board of Directors of  
PACHELI INDUSTRIAL FINANCE LIMITED**

**PARAS NATHVERMA  
(Managing Director)  
DIN: 09753924**



## PACHELI INDUSTRIAL FINANCE LIMITED

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# NOTICE

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the Company will be held on **Wednesday, 28<sup>th</sup> Day of August, 2024** at 01:00 P.M. IST through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. ADOPTION OF FINANCIAL STATEMENTS & REPORT THEREON:**

To consider and if thought fit, to pass with or without modification, the following resolution as an **ordinary resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 134 of the Companies Act 2013, the Financial Statements containing the Balance Sheet, Profit and Loss Account, Cash Flow statements, Note & Schedules appended thereto for the Financial Year ended 31<sup>st</sup> March 2024 together with the Board’s Report and Auditor’s Report thereon be and are hereby received, considered and adopted.”

#### **2. RETIRE BY ROTATION AS PER SECTION 152 OF COMPANIES ACT, 2013:**

To consider and if thought fit, to pass with or without modification, the following resolution as an **ordinary resolution:**

To appoint a Director **Mr. Paras Nath Verma, Managing Director (DIN: 09753924)**, who retires by rotation and being eligible offers himself for re-appointment in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

“**RESOLVED THAT Mr. Paras Nath Verma, Managing Director (DIN: 09753924)**, who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.

#### **3. APPOINTMENT OF STATUTORY AUDITOR:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 read with The Companies (Audit and Auditors) Rules, 2014 and other applicable provisions including any modification or re-enactment thereof if any, of the Companies Act, 2013 **M/s. G S A & ASSOCIATES LLP (Chartered Accountants) having FRN: 000257N/N500339** be and is hereby appointed as the Statutory Auditors of the Company to hold the office for the term of five years beginning from the conclusion of this Annual General Meeting till the conclusion of the **44<sup>th</sup>** Annual General Meeting to be held in the year 2029 on such terms and remuneration as may be agreed upon between the said Auditor and Board of Directors of the Company”.

**“RESOLVED FURTHER THAT** M/s. Vinay Bhushan & Associates, Chartered Accountants (ICAI Registration No. 130529W) be and is hereby resigned as the Statutory Auditors of the Company w.e.f. 27th May, 2024 due to other commitments and other assignments including other opportunities that align more closely with career goals and personal aspirations of M/s. Vinay Bhushan & Associates, Chartered Accountants) having FRN: 130529W.

**RESOLVED FURTHER THAT** the board of directors of the company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effects to this resolution.”

### **SPECIAL BUSINESS:**

#### **1. TO APPROVE AMENDMENTS TO LOAN AGREEMENTS:**

To consider and if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** the Supplementary Loan Agreement executed between the persons belonging to Non Promoter and the Company as approved by the Board of Directors of the Company at their meeting held on August 01, 2024 for inserting, inter alia, which includes a clause for conversion of Unsecured Loan into Equity, a copy of which agreement duly initialled by the Chairman is available for inspection, be and is hereby approved.

**RESOLVED FURTHER THAT** subject to applicable provisions of the Act and other applicable laws, the Board to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary in this regard.”

#### **2. INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

To consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 13, 61(1)(a), 64 of the Companies Act, 2013 (“the Act”) and other applicable provisions of the Act, if any, (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) read with the Companies (Share Capital and Debentures) Rules, 2014 framed thereunder and Articles of Association of the Company, on the recommendation of the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crores Fifty Lakhs) Equity Shares of ₹10/- (Rupees Ten) each to ₹1,00,00,00,00,000/- (Rupees Ten Thousand Crores Only) consisting of 10,00,00,00,000 (One Thousand Crores) equity shares of face value ₹10/- (Rupees Ten) each ranking pari-passu in all respects with the existing equity shares.

**RESOLVED FURTHER THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

V. The Authorised Share Capital of the Company shall be ₹1,00,00,00,00,000/- (Rupees Ten Thousand Crores Only) consisting of 10,00,00,00,000 (One Thousand Crores) Equity Shares of ₹10/- (Rupees Ten) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.

**RESOLVED FURTHER THAT** the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including filing of all forms and documents with Registrar of Companies and other Regulatory Authorities as may be necessary and incidental to give effect to the aforesaid resolution.”

**3. ISSUANCE OF UPTO 51,51,51,500 EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO THE NON-PROMOTER GROUP**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013 and rules made thereunder (the “Act”) and any other applicable provisions, if any, of the Companies Act, 2013, as amended and other relevant rules made there under (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions in Memorandum and Articles of Association of the Company, provisions of the uniform listing agreements entered into by the Company with the relevant stock exchange(s) where the shares of the Company are listed (“**Stock Exchange(s)**”), and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India (“**SEBI**”), as amended including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

2018, as amended from time to time ("**SEBI ICDR Regulations**"), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI LODR Regulations**"), as amended from time to time and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines issued thereon, from time to time, by the Ministry of Corporate Affairs, SEBI and / or any other competent authorities, and subject to the approvals, consents, permissions and / or sanctions, as may be required from the Government of India, SEBI, Stock Exchange(s) and any other relevant statutory, regulatory, governmental authorities or departments, institutions or bodies and subject to such terms, conditions, alterations, corrections, changes, variations and / or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and / or sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any Committee, which the Board has constituted or may hereinafter constitute, to exercise one or more of its powers, including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to create, issue, offer and allot, on a preferential basis, up to 51,51,51,500 (Fifty One Crores Fifty One Lakhs Fifty One Thousand Five Hundred) Equity Shares of face value of ₹10/- (Rupees Ten Only) fully paid up, to persons belonging to Non Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of ₹849,99,99,750/- (Rupees Eight Hundred Forty-Nine Crore Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Fifty Only) or at an issue price of ₹16.50/- (Rupees Sixteen and Fifty Paise Only) per equity share as determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations, on such further terms and conditions as may be finalized by the Board of Directors, to the following persons ("**Proposed Allottees**"):

<b>S. No.</b>	<b>Name of the proposed allottees</b>	<b>Category</b>	<b>No. of Equity Shares to be allotted</b>
1	Abhijit Trading Company Limited	Non-Promoter	9,09,09,090
2	Calyx Securities Private Limited	Non-Promoter	7,57,57,570
3	Hibiscus Holdings Private Limited	Non-Promoter	9,09,09,090
4	Avail Financial Services Limited	Non-Promoter	9,09,09,090
5	Edoptica Retail India Limited	Non-Promoter	9,09,09,090
6	Sulphur Securities Private Limited	Non-Promoter	7,57,57,570
<b>Total</b>			<b>51,51,51,500</b>

**“RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of ICDR Regulations, the relevant date for determining the minimum issue price of Equity Shares shall be Monday, July 29, 2024, being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Wednesday, August 28, 2024.”

**“RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

- a) The outstanding unsecured loans extended by the proposed allottee(s) shall be adjusted towards the subscription /allotment of equity shares, meaning thereby an amount required to be paid towards the consideration for the equity shares shall be set off from the outstanding unsecured loan at the time of subscription of the equity shares.
- b) The pre-preferential shareholding of the Proposed Allottees and Equity Shares to be allotted to the Proposed Allottees shall be under lock in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.
- c) The Equity Shares to be allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- d) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing shareholder's resolution in this regard, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.
- e) Allotment of Equity shares shall only be made in dematerialized form.”

**“RESOLVED FURTHER THAT** the Equity Shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹10/- each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director and/ or Company Secretary & Compliance Officer of the Company be and are hereby severally and/ or jointly authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchanges for obtaining of in-principle approval, listing of shares, filing of requisite documents with the Stock Exchange, SEBI, Registrar of Companies, National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and/ or such other authorities as may be necessary for the purpose, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Equity Shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders.”

#### **4. TO INCREASE THE BORROWING LIMIT OF THE COMPANY**

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

**“RESOLVED THAT** in pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, to obtain consent of the members for borrowing from time to time as they may think fit, any sum or sums of money up to INR 1100,00,00,000/- (Indian Rupees Eleven Hundred Crores Only) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, or in any other respect, or against any of the Company’s assets and/or properties whether moveable or immovable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company and remaining undischarged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the company and its free reserve.”

**“RESOLVED FURTHER THAT** the board of director of the Company be and are hereby jointly or severally authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. **TAKE NOTE OF RESIGNATION OF MR. PANKAJ PADAMCHAND DHOOT, (DIN: 00790383) WHOLE TIME DIRECTOR OF THE COMPANY.**

**“RESOLVED THAT** Mr. Pankaj Padamchand Dhoot (DIN:00790383) Whole time Director of the Company has resigned from their directorship of the Company with effect May 30, 2023 after the closure of working hours and the Board took the Note of the Same.

The Board places on record their appreciation for the assistance and guidance provided by Mr. Pankaj Padamchand Dhoot, Whole time Director of the Company during their tenure as Director of the Company.

**RESOLVED FURTHER THAT** any of the Director or Company Secretary of Company for the time being be and is hereby severally authorized to sign and execute all such documents and papers (including appointment letter etc.) as may be required for the purpose and file necessary e-form with the Registrar of Companies and to do all such acts, deeds and things as may considered expedient and necessary in this regard.”

**By order of Board of Directors of  
PACHELI INDUSTRIAL FINANCE LIMITED**

**Place: New Delhi  
Date: 01.08.2024**

**PARAS NATH VERMA  
Managing Director  
DIN: 09753924**

**HARSH  
Director  
DIN: 09021074**

## **EXPLANATORY STATEMENT**

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) the following Explanatory Statement sets out all material acts relating to the business mentioned under Item No. 01, 02, 03, 04, 06 of the accompanying Notice dated Thursday August 01, 2024:

### **ITEM NO. 1: TO APPROVE AMENDMENTS TO LOAN AGREEMENTS:**

The Company has availed financial assistance from certain non-promoters to meet the requirement of working Capital of the Company in the form of Unsecured Loan. However, Company is not able to repay the debts to them due to financial crunch of the Company and cash flow mismatch. Accordingly, on receiving the request from the non-promoter group to convert the said Unsecured Loan into Equity.

Considering the financial condition of the Company and with the intention of getting the Company back on track, the non-promoter group has agreed to convert the said outstanding Unsecured Loan into Equity Shares. Accordingly, the Board at its meeting held on August 01, 2024 approved the conversion of Unsecured Loan of the following Non Promoter group into Equity shares subject to the approval of Shareholders.

Sr. No.	Name of the Investors
1.	Abhijit Trading Company Limited
2.	Calyx Securities Private Limited
3.	Hibiscus Holdings Private Limited
4.	Avail Financial Services Limited
5.	Edoptica Retail India Limited
6.	Sulphur Securities Private Limited

The Board of Directors of the Company believes that the proposed Issue is in the best interest of the Company and its Members. The Board, therefore, recommend the Special Resolution set out at Item no. 1 for the approval of the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of special resolution as set out in Item No. 1 of this Notice.



**ITEM NO. 2: INCREASE IN THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION OF CAPITAL CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY**

The Company has come up with Preferential Offer, which necessitates increasing the authorised share capital of the Company by infusion of more Capital into the Company. Presently, the Authorized Share Capital of the Company is ₹55,00,00,000/- (Rupees Fifty Five Crores Only) divided into 5,50,00,000 (Five Crores Fifty Lakhs) Equity Shares of ₹10/- (Rupees Ten) each, it is proposed to increase the Authorized Share Capital to ₹1,00,00,00,000/- (Rupees Ten Thousand Crores Only) consisting of 10,00,00,00,000 (Ten Thousand Crores) equity shares of face value ₹10/- (Rupees Ten) by the creation of additional 99,45,00,00,000 Equity Shares equity shares of ₹10/- (Rupees Ten) each.

The increase in the Authorized Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company. The increase in the Authorized Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company require Members' approvals in terms of Sections 13, 61 and 64 of the Companies Act, 2013 and any other applicable statutory and regulatory requirements.

The set of Memorandum of Association is available for inspection at the Registered Office of the Company during business hours between 11.00 A.M. to 2.00 P.M. on all working days of the Company (Except Saturday, Sundays and Public holidays)

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of this Notice except to the extent of their shareholding in the Company. Accordingly, approval of the Members of the Company is hereby sought by way of ordinary resolution as set out in Item No. 2 of this Notice.

**ITEM NO. 3: ISSUANCE OF UP TO 51,51,51,500 EQUITY SHARES ON PREFERENTIAL BASIS UPON CONVERSION OF OUTSTANDING UNSECURED LOAN, TO NON PROMOTER GROUP**

The Special Resolutions contained in Item No. 3 of the Notice, have been proposed pursuant to the provisions of Sections 62 read with Section 42 of the Companies Act, 2013, to issue and allot upto 51,51,51,500 (Fifty One Crores Fifty One Lakhs Fifty One Thousand Five Hundred) Equity Shares of face value of ₹10/- (Rupees Ten) each towards conversion of loan to the extent of ₹849,99,99,750/- (Rupees Eight Hundred Forty-Nine Crore Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Fifty Only), to the persons belonging to the Non Promoter Group of the Company at an Issue Price of ₹16.50/- (Rupee Sixteen and Fifty Paise Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations.

The non-promoter group have extended loans to the Company and the Company proposes to convert loans worth ₹849,99,99,750/- (Rupees Eight Hundred Forty-Nine Crore Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Fifty Only) into Equity Shares on a private placement basis.

The proposed Preferential Issue is to be issued to the persons belonging to the Non Promoter Group as per the details disclosed in the respective resolution. The preferential issue shall be made in terms of Chapter V of the SEBI ICDR Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on August 01, 2024.

The approval of the members is accordingly being sought by way of passing a 'Special Resolution' under Sections 62 read with Section 42 of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI ICDR Regulations for Item No. 3 of the Notice.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

**a. Particulars of the Preferential Issue including date of passing of Board resolution, kinds of securities offered and the price at which security is being offered, and the total/maximum number of securities to be issued:**

The Board of Directors at its meeting held on August 01, 2024, have, subject to the approval of the Members of the Company and such other approvals as may be required and approved the issuance and allotment of upto 51,51,51,500 (Fifty One Crores Fifty One Lakhs Fifty One Thousand Five Hundred) Equity Shares of face value of ₹10/- (Rupees Ten Only) fully paid up, to persons belonging to Non Promoter Group, towards conversion of outstanding unsecured loan into equity shares to the extent of ₹849,99,99,750/- (Rupees Eight Hundred Forty-Nine Crore Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Fifty Only) per Equity Share at an Issue Price of ₹16.50/- (Rupee Sixteen and Fifty Paise Only) determined in accordance with Chapter V of SEBI (ICDR) Regulations to the following Proposed Allottees.

S. No.	Name of the proposed allottee	Category	No. of Equity Shares to be allotted
1	Abhijit Trading Company Limited	Non-Promoter	9,09,09,090
2	Calyx Securities Private Limited	Non-Promoter	7,57,57,570
3	Hibiscus Holdings Private Limited	Non-Promoter	9,09,09,090
4	Avail Financial Services Limited	Non-Promoter	9,09,09,090
5	Edoptica Retail India Limited	Non-Promoter	9,09,09,090
6	Sulphur Securities Private Limited	Non-Promoter	7,57,57,570
<b>Total</b>			<b>51,51,51,500</b>

**b. Objects of the Issue:**

There are Unsecured Loans from the Non Promoter Group and the Company proposes to issue such number of Equity Shares on preferential basis in order to restructure the said unsecured loans held in the names of proposed allottee(s) namely, Abhijit Trading Company Limited, Calyx Securities Private Limited, Hibiscus Holdings Private Limited, Avail Financial Services Limited, Edoptica Retail India Limited and Sulphur Securities Private Limited to the extent of ₹849,99,99,750/- (Rupees Eight Hundred Forty-Nine Crore Ninety Nine Lakhs Ninety Nine Thousand Seven Hundred and Fifty Only) and to strengthen the Capital structure of the Company. Pursuant to the agreement executed with the Non Promoter Group of the Company, it is proposed to convert the outstanding unsecured loan into equity shares. In view of the current financial position of the Company, the Board of Directors of the Company has decided to convert the unsecured loans into Equity Shares which is in best interest of the Company, and it will also strengthen the financial position of the Company by reducing liabilities and it will also result in increase of net worth of the Company.

**Allocation of Preferential Issue funds**

The issue of securities as mentioned in Item No. 3 of this Notice is pursuant to conversion of unsecured loan of person belonging to Non Promoter Group and allocation of the same is as following:

S. No.	Name of the proposed allottees	Outstanding loan proposed to be converted
	<i>Non Promoter Group</i>	
1.	Abhijit Trading Company Limited	Up to ₹1,49,99,99,985
2.	Calyx Securities Private Limited	Up to ₹1,24,99,99,905
3.	Hibiscus Holdings Private Limited	Up to ₹1,49,99,99,985
4.	Avail Financial Services Limited	Up to ₹1,49,99,99,985
5.	Edoptica Retail India Limited	Up to ₹1,49,99,99,985
6.	Sulphur Securities Private Limited	Up to ₹1,24,99,99,905
	<b>Total</b>	<b>Up to ₹8,49,99,99,750</b>

The Total amount of issue size as mentioned above has been fully allocated towards conversion of outstanding loans and there will be no utilization towards General Corporate Purposes.

**Schedule of implementation and Deployment of Funds**

Since present preferential issue is pursuant to conversion of unsecured loan in terms of the provisions of Chapter V of the SEBI (ICDR) Regulation therefore all the outstanding unsecured loans which is proposed to be converted into equity shares, shall be considered converted immediately on the approval of the Board of Directors of the Company subject to grant of shareholder's approval along with regulatory approvals.

### **Interim Use of Proceeds**

Not applicable as the said issue is pursuant to conversion of unsecured loans into Equity Shares and there will be no unutilized funds post allotment of Equity Shares.

### **Appraisal and Monitoring Agency**

As the size of this Issue is above Rs. 100 Crores so, our Company has appointed Infomerics Valuation and Rating Private Limited as monitoring agency for this Issue.

#### **c. Basis on which the price has been arrived at along with report of the registered valuer**

The Equity shares of the Company are listed on BSE Limited ("BSE") and are frequently traded as per provisions of SEBI ICDR Regulations. In terms of the provisions of Regulation 164 of the ICDR Regulations, the equity shares of the Company listed on a BSE for a period of 90 trading days or more as on the relevant date, the minimum price at which the equity shares shall be issued not less than higher of the following:

- a) The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 90 trading days preceding the Relevant Date, i.e. ₹15.79 per equity shares;
- or
- b) The volume weighted average price of the Equity Shares of the Company quoted on BSE, during the 10 trading days preceding the Relevant Date i.e. ₹16.50 per equity shares.

We also confirm that the Articles of Association do not contain any restrictive provision for Preferential Allotment and doesn't contain any article which provides for particular method for determination of price in case of preferential issue.

However, the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the equity shares to be allotted shall be higher of the following parameters:

- I. Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations (in case of frequently traded shares) which is ₹16.50/- per equity shares
- or
- II. Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations which is ₹14.35/- per equity shares

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is ₹16.50/- per equity shares. The issue price is ₹16.50/- (Rupees Sixteen and Paise Fifty only) per equity shares which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana 122018 in accordance with regulation 164 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum

price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of AGM and uploaded on the website of the Company. The link of Valuation Report is <https://www.pifl.in/notices>.

**d. Relevant Date**

The relevant date as per the Regulation 161 of SEBI ICDR Regulations, for determination of minimum price for the issuance of equity shares of the Company is Monday, July 29, 2024 being the date 30 days prior to the date of the Annual General Meeting of the shareholders of the Company scheduled to be held, i.e., Wednesday, August 28, 2024.

**e. The intent of the promoters, directors or key management personnel of the issuer to subscribe to the offer:**

None of the Promoters, Directors or Key Managerial Personnel of the Company intend to subscribe to any of the securities proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified hereinabove.

**f. The class or classes of persons to whom the allotment is proposed to be made**

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (g) below.

**g. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues**

S r. N o .	Name of the Proposed Allottees	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Equity Shares to be issued	Post- Issue Shareholding	
				No. of Shares	% of holding		No. of Shares	% of holding
1.	Abhijit Trading Co. Ltd.	Non- Promoter	Not Applicable#	Nil	Nil	9,09,09,090	9,09,09,090	17.52%
2.	Calyx Securities Pvt. Ltd.	Non- Promoter	Ram Sunder	Nil	Nil	7,57,57,570	7,57,57,570	14.60%
3.	Hibiscus Holdings Pvt. Ltd.	Non- Promoter	Parmanand Chaubey	Nil	Nil	9,09,09,090	9,09,09,090	17.52%
4.	Avail Financial Services Ltd.	Non- Promoter	Heena Arya	Nil	Nil	9,09,09,090	9,09,09,090	17.52%
5.	Edoptica Retail India Limited	Non- Promoter	Moni	Nil	Nil	9,09,09,090	9,09,09,090	17.52%
6.	Sulphur Securities Pvt. Ltd.	Non- Promoter	Pankaj Saxena	Nil	Nil	7,57,57,570	7,57,57,570	14.60%

# As Abhijit Trading Company Limited is a Listed Company.

**h. Proposed time limit within which the allotment shall be complete:**

In terms of SEBI ICDR Regulations, the preferential allotment of said Equity Shares will be completed within a period of 15 (fifteen) days from the date of passing of special resolution. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

**i. The Shareholding Pattern of the issuer before and after the preferential issue:**

The shareholding pattern of the Company before and after the proposed preferential issue is likely to be as follows:

Sr. No.	Category	Pre-Issue Shareholding		Equity Shares to be allotted	Post Issue Shareholding	
		No. of equity shares held	% of Shares		No. of equity shares held	% of Shares
<b>A</b>	<b>Promoter &amp; Promoter Group Shareholding</b>					
A1	Indian Promoter	60,801	1.63%	-	60,801	0.01%
A2	Foreign Promoter	-	-	-	-	-
	<b>Sub Total (A)</b>	<b>60,801</b>	<b>1.63%</b>	<b>-</b>	<b>60,801</b>	<b>0.01%</b>
<b>B</b>	<b>Public Shareholding</b>					
B1	Institutions	0	0.00%	0	0	0.00%
B2	Institutions (Domestic)	0	0.00%	0	0	0.00%
	Banks	170400	4.57%	0	1,70,400	0.03%
B3	Institutions (Foreign)	0	0.00%	0	0	0.00%
B4	Central Government/ State Government(s)/ President of India	0	0.00%	0	0	0.00%

B5	Non-Institutions					
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	20,78,154	55.68%	0	20,78,154	0.40%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	12,47,871	33.44%	0	12,47,871	0.24%
	Non-Resident Indians (NRIs)	7,600	0.20%	0	7,600	0.00%
	Foreign Companies	15800	0.42%	0	15800	0.00%
	Bodies Corporate	1,29,936	3.48%	51,51,51,500	51,52,81,436	99.31%
	Any Other (specify)	21,488	0.58%	0	21,488	0.00%
	<b>Sub Total B= B1+B2+B3+B4+B5</b>	<b>36,71,249</b>	<b>98.37%</b>	<b>51,51,51,500</b>	<b>51,88,22,749</b>	<b>99.99%</b>
	<b>Total Shareholding(A+B)</b>	<b>37,32,050</b>	<b>100%</b>	<b>51,51,51,500</b>	<b>51,88,83,550</b>	<b>100.00%</b>

**j. Consequential Changes in the control and change in management:**

As a result of the proposed preferential issue of Equity Shares, there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

**k. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price.**

During the year the Company has not made any allotments on preferential basis till date.

**l. Principle terms of assets charged as securities.**

Not applicable.

**m. Material terms of raising such securities**

The Equity Shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

**n. Lock-In Period & Transferability**

The Equity Shares shall be locked-in for such minimum period as specified under regulation 167 of the SEBI ICDR Regulations.

Further the entire pre-preferential allotment shareholding of the allottees, if any shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of trading approval.

**o. The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter**

Existing promoters will continue as promoter of the Company and pursuant to this allotment to the proposed allottees belongs to other than promoter shall be covered under the head on non - promoter/public under shareholding pattern of the Company.

**p. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue**

Sr. No.	Name of proposed allottees	Percentage of post preferential issue
1.	Abhijit Trading Company Limited	17.52%
2.	Calyx Securities Private Limited	14.60%
3.	Hibiscus Holdings Private Limited	17.52%
4.	Avail Financial Services Limited	17.52%
5.	Edoptica Retail India Limited	17.52%
6.	Sulphur Securities Private Limited	14.60%

**q. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.**

Not applicable since the proposed allotment will be made on cash basis, as the shares will be issued upon conversion of unsecured loan of the proposed allottee(s).

**r. Amount which the company intends to raise by way of such securities.**

Not Applicable, since the issue is pursuant to conversion of outstanding unsecured loan into equity.

**s. Certificate of Practicing Company Secretary**

The certificate from Practicing Company Secretaries, certifying that the preferential issue of equity shares is being made in accordance with requirements of Chapter V of SEBI ICDR Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website <https://www.pifl.in/reg24a>.

**t. Other disclosures/Undertaking**

- i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.
- ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI ICDR Regulations.



- iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.
- iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;
- v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;
- vi. The Company is in compliance with the conditions for continuous listing.
- vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI ICDR Regulations.
- viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- ix. The Equity Shares held by the proposed allottees in the Company are in dematerialized form only.
- x. None of the allottees have previously subscribed to any shares of the Company during the last one year.
- xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI ICDR Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 3 as Special Resolution for your approval.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 3 of the accompanying notice, except mentioned in point no. e above or to the extent of their shareholding, if any in the Company.

Documents referred to in the notice/explanatory statement will be available for inspection by the Members of the Company as per applicable law.

#### **4. TO INCREASE THE BORROWING LIMIT OF THE COMPANY**

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from various corporate entities as may be considered fit, which, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed 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 of moneys so borrowed up to INR 1100,00,00,000/- (Indian Rupees Eleven Hundred Crores Only). Under the provisions of section 180(1)(c) of the Companies Act, 2013, the borrowing powers can be exercised only with the consent of the members obtained by a special resolution. As such it is necessary to obtain approval of the members by means of a special resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) in excess of the paid up capital of the Company and free reserves of the Company. It is proposed to increase the borrowing limit of the Board provided the total amount so borrowed by the Board shall not, at any time exceed the limit of INR 1100,00,00,000/- (Indian Rupees Eleven Hundred Crores Only). The Company might be required to create charge/ mortgage/ pledge/ hypothecation/ lien in favour of its lenders for the purpose of securing the loan of credit facility raise by the Company up to the limits as may be approved under section 180(1)(c) of the act, and in order to authorize the Board to create charge or mortgage the property of the Company, the Company needs to take approval of the members by Special Resolution in accordance with provisions of Section 180(1)(c) of the Act.

The Board therefore, submits the item No. 4 for your consideration and recommends it to be passed as a special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the Resolution.

#### **6. TAKE NOTE OF RESIGNATION OF MR. PANKAJ PADAMCHAND DHOOT. (DIN: 00790383) WHOLE TIME DIRECTOR OF THE COMPANY.**

**RESIGNATION OF MR. PANKAJ PADAMCHAND DHOOT**, (DIN: 00790383) whole time director of the company. Mr. Pankaj Padamchand Dhoot (DIN: 00790383) Whole time Director of the Company has resigned from their directorship of the Company with effect May 30, 2023 after the closure of working hours. The Board places on record their appreciation for the assistance and guidance provided by Mr. Pankaj Padamchand Dhoot, Whole time Director of the Company during their tenure as Director of the Company.

**By order of Board of Directors of  
PACHELI INDUSTRIAL FINANCE LIMITED**

**Place: New Delhi  
Date: 01.08.2024**

**PARAS NATH VERMA  
Managing Director  
DIN: 09753924**

**HARSH  
Director  
DIN: 09021074**

## NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General circular no. 10/2022 dated December 28,2022 read with circular No. 2/2022 dated May 5, 2022 read with circulars dated May5, 2020, January 13, 2021, December 12, 2021 and December 14, 2021(collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. The Route Map is not required to be annexed to this Notice.
3. Participation of members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
4. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC /OAVM on its behalf and to vote during the AGM. The said Resolution/Authorization shall be sent to the e-mail id of Scrutinizer i.e. [secretarial.pcsbhk@gmail.com](mailto:secretarial.pcsbhk@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). The said Resolution/Authorization may be sent to the Company at its email address to [abhijitrading@gmail.com](mailto:abhijitrading@gmail.com) or send the physical copy to registered office/ corporate office of the Company.
5. The Members can join the Annual General Meeting in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the Annual General Meeting through VC/OAVM will be made available for at least 1000 members on first come first served basis. This will include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the Annual General Meeting without restriction on account of first come first served basis.

6. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> August, 2024 to 28<sup>th</sup> August, 2024.
7. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Report and Accounts 2024 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Skyline Financial Services Pvt. Ltd for assistance in this regard.
9. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the company in case the shares are held by them in physical form.
10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company in case the shares are held by them in physical form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to Company in case the shares are held in physical form.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

- 14.** AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 10/2022 dated December 28, 2022 read with circulars dated May 5, 2022 read with circulars dated May 5, 2020, January 13, 2021, December 12,2021 and December 14,2021.The Securities and Exchange Board of India (“SEBI”) vide its Circular Nos.:SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated January 5, 2023, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May,13, 2022, SEBI/HO/CFD/CMD1/CIR/P/2020/79dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively referred to as “SEBI Circulars”) has granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.
- 15.** In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company’s website <https://www.pifl.in/>of the Stock Exchanges i.e. Bombay Stock Exchange at [www.bseindia.com](http://www.bseindia.com)and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 16.** Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 17.** Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 18.** In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30.
- 19.** Instructions for e-voting and AGM are as follows:

# **VOTING THROUGH ELECTRONICS MEANS**

1. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.
2. The remote e-voting period commences on **August 25<sup>th</sup>, 2024 (9:00 A.M. IST) and ends on August 27<sup>th</sup>, 2024 (5:00 P.M. IST)**. During this period, Members holding shares either in physical form or in dematerialized form as on **August 21<sup>st</sup>, 2024** i.e., cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote during the AGM.
3. The Board of Directors has appointed **ACS Parul Agrawal Practicing Company Secretaries** as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
4. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
5. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
6. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.

## **How do I vote electronically using NSDL e-Voting system?**


The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### **Step 1: Access to NSDL e-Voting system**

#### **A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider –NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen – digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <div style="text-align: center; margin-top: 20px;">  <p>The image shows a promotional banner for the NSDL Mobile App. At the top, it says 'NSDL Mobile App is available on'. Below this, there are two logos: the Apple App Store logo and the Google Play logo. Under each logo is a QR code for scanning to download the app.</p> </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. CDSL. Click on CDSL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li><b>Alternatively</b>, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e., CDSL where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542/43



**B) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in dematerialized mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open web browser by clicking the URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, Password/OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL eservices i.e.,IDeAS, you can login at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you login to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e., Cast your vote electronically.
5. Your User ID details are given below: -

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your User ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if EVEN is 123456 and folio number is 001*** then User ID is 123456001***

6. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-voting, then you can use your existing Password to login and cast your vote.
  - b) If you are using NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you by NSDL. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your Password.
  - c) How to retrieve your ‘initial password’?

- (i) If your e-mail ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your e-mail ID. Trace the e-mail sent to you from NSDL in your mailbox from [evoting@nsdl.com](mailto:evoting@nsdl.com) Open the e-mail and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) In case you have not registered your e-mail address with the Company/ Depository, please follow instructions mentioned in this Notice.
7. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
    - a) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **"Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/ folio number, PAN, name and registered address.
    - d) Members can also use the OTP based login for casting the votes on the e-voting system of NSDL
  8. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
  9. Now, you will have to click on "Login" button.
  10. After you click on the "Login" button, home page of e-voting will open.

## **Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

### **How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and general meeting is in active status.
2. Select "EVEN" of Company, which you wish to cast your vote during the remote e-voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. You are ready for e-voting as the voting page opens now.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify or modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed and you will receive a confirmation by way of a SMS on your registered mobile number.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

## **General Guidelines for shareholders:-**

### **A. Instructions for Members for attending the AGM through VC / OAVM are as under:**

1. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
2. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at <https://www.pifl.in/> from August 25<sup>th</sup>, 2024 (09:00 A.M. IST) to August 27<sup>th</sup>, 2024 (05:00 P.M. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolution set out in this notice:-**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share Certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to <https://www.pifl.in/>
2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to <https://www.pifl.in/>.
3. Alternatively, member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by providing the details mentioned in Point (1) or (2) as the case may be.

### **The instructions for members for Voting on the day of AGM are as under: -**

1. Only those Members/ shareholders, who will be present in the Annual General Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote in the Annual General Meeting.
2. Members who have voted through remote e-voting will be eligible to attend the Annual General Meeting. However, they will not be eligible to vote at the Annual General Meeting.
3. The details of the person who may be contacted for any grievances connected with the facility for Voting on the day of the Annual General Meeting shall be the same person mentioned for remote e-voting.

**By order of Board of Directors of  
PACHELI INDUSTRIAL FINANCE LIMITED**

**Place: New Delhi  
Date: 01/08/2024**

**PARAS NATH VERMA  
Managing Director  
DIN: 09753924**

**HARSH  
Director  
DIN: 09021074**

# **DISCLOSURE REGARDING APPOINTMENT & RE-APPOINTMENT OF DIRECTORS IN THE ENSUING AGM**

**(In Pursuance of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

## **1. PARAS NATH VERMA**

<b>Name of director</b>	<b>Mr. PARAS NATH VERMA</b>
<b>DIN</b>	<b>9753924</b>
<b>Nationality</b>	<b>Indian</b>
<b>Original Date of Appointment in Pacheli Industrial Finance Limited</b>	<b>31/12/2022</b>
<b>Qualifications</b>	<b>Graduation</b>
<b>Number of Shares held in the Company</b>	<b>Nil</b>
<b>Expertise in specific Functional areas</b>	<b>Banking and Management sector</b>
<b>Directorship on the other listed Companies</b>	<b>Nil</b>
<b>Membership / Chairmanship of Committees of the Board of other Listed Companies</b>	<b>None</b>
<b>Relationship between Director Inter-se</b>	<b>Nil</b>