

42<sup>nd</sup> Annual Report  
**2017-18**



**Anik Industries Limited**  
Growth Through sustainable development

# COMPANY INFORMATION

**NAME OF COMPANY**

Anik Industries Limited

**CIN**

L24118MH1976PLC136836

**BOARD OF DIRECTORS**

Mr. Manish Shahra  
Mr. Ashok Kumar Trivedi  
Mr. Shivam Asthana  
Mr. Vijay Rathi  
Mrs. Amrita Koolwal  
Mr. Nilesh Jagtap

- Chairman & Managing Director
- Whole Time Director
- Whole Time Director
- Independent Director
- Independent Director
- Additional (Independent) Director

**COMPANY SECRETARY**

CS Shailesh Kumath

**CHIEF FINANCIAL OFFICER (CFO)**

Mr. Gautam Jain

**BANKERS**

Dena Bank  
Punjab National Bank  
Central Bank of India  
HDFC Bank Ltd.

**WIND POWER UNIT**

1. Village Gorera, Dist. Jaisalmer (Raj.)
2. Village Nagda, Dist. Dewas ( M.P.)

**STATUTORY AUDITORS**

SMAK & Co.  
Chartered Accountants

**SECRETARIAL AUDITORS**

M/s Ajit Jain & Co., Company Secretaries

**STOCK EXCHANGE LISTING**

The National Stock Exchange of India Ltd  
The Bombay Stock Exchange Ltd.

**REGISTRAR & SHARE TRANSFER AGENT**

Sarthak Global Limited  
170/10, Film Colony, R.N.T. Marg  
Indore (M.P.) - 452 001,  
Tel : + 91 0731 2523545,  
Fax : + 91 0731 2526388  
Email : [anik@sarthakglobal.com](mailto:anik@sarthakglobal.com)  
Website: [www.sarthakglobal.com](http://www.sarthakglobal.com)

**REGISTERED OFFICE**

610, Tulsiani Chambers,  
Nariman Point, Mumbai (MH) - 400 021  
Tel. No.: +91 22 22824851, 53, 57, 59, 63  
Fax No.: +91 22 22042865  
Email: [anik@anikgroup.com](mailto:anik@anikgroup.com)  
URL: [www.anikgroup.com](http://www.anikgroup.com)

**ADMINISTRATIVE & CORPORATE OFFICE**

2/1, South Tukoganj, Behind High Court  
Indore (M.P.) - 452 001  
Tel. No.: +91 0731 4018009, 10  
Fax No.: +91 0731 2513285

**42<sup>nd</sup> Annual General Meeting will be held at  
Sunville Deluxe Pavilion, Sunville  
Building, 9, Dr. Annie Besant Road, Worli,  
Mumbai- 400 018 on Tuesday, the 25<sup>th</sup>  
September, 2018 at 10.30 a.m**

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**NOTICE**

**NOTICE** is hereby given that the 42<sup>nd</sup> Annual General Meeting of the Members of Anik Industries Limited will be held at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai- 400 018 on Tuesday, the 25<sup>th</sup> September, 2018 at 10.30 a.m. to transact the following businesses :

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018, the Reports of the Board of Directors and Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Kumar Trivedi (DIN: 00350507) who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS**

3. To approve the appointment of Mr. Manish Shahra as Chairman and Managing Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **special resolution**:

**“RESOLVED THAT** the approval of members of the Company be and is hereby given to appoint Mr. Manish Shahra (DIN: 00230392), Jt. Managing Director of the Company as Chairman and Managing Director of the Company w.e.f. 01<sup>st</sup> June, 2018 for remaining period of his tenure at the same remuneration that was being drawn by him in the capacity of Jt. Managing Director.

**RESOLVED FURTHER THAT** all other terms and conditions of his appointment for his current tenure will be same as approved by the members of the Company at their Annual General Meeting held on 29.09.2016.

**RESOLVED FURTHER THAT** Mr. Ashok Kumar Trivedi, Whole-time Director and/ or Mr. Shailesh Kumath, Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds and things required for the aforesaid purpose.”

4. To approve the re-appointment of Mr. Vijay Rathi (DIN: 01474776) as an Independent Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **special resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Vijay Rathi (DIN: 01474776), who was appointed as an Independent Director of the Company at the 38<sup>th</sup> Annual General Meeting of the Company and who holds office of the Independent Director up to 31<sup>st</sup> March, 2019 and who is eligible for being re-appointed as an Independent Director and in respect of whom the Company has received a Notice in writing under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

5. To approve the appointment of Mr. Nilesh Jagtap (DIN: 08206539) as an Independent Director of the Company and in this regard to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ordinary resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules made there under (including any statutory modification(s) or re enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr. Nilesh Jagtap (DIN: 08206539), who was appointed as an Additional Director of the Company with effect from 25<sup>th</sup> August, 2018 and whose term of office expires at this Annual General Meeting and who has offered himself for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five years w.e.f. 25.08.2018 and he shall not be liable to retire by rotation.

By order of the Board of Directors

Place: Indore

Dated: 24<sup>th</sup> August, 2018

**SHAILESH KUMATH**

COMPANY SECRETARY

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING A PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. **A PERSON SHALL ACT AS PROXY FOR ONLY 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**

3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
4. An Explanatory statement pursuant to Section 102 of the Companies Act, 2013 (the "Act") in respect of item no. 3 to 5 of the notice set out above, is annexed hereto.
5. Register of Members and Share Transfer Books of the Company will remain closed from **18<sup>th</sup> September, 2018 to 25<sup>th</sup> September, 2018** (both days inclusive).
6. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 27<sup>th</sup> September, 2017.
7. Details of Directors retiring by rotation / seeking appointment / re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
8. The members holding shares in physical form are requested to intimate to the Registrar and Transfer Agent (R&TA), Sarthak Global Limited, 170/10, Film Colony, R.N.T. Marg, Indore (MP) 452001 for change of address, if any, at the earliest, quoting their registered folio number, change of address in respect of shares held in demat form is required to be intimated to the concerned Depository Participant.
9. (a) The amount of dividend that is unclaimed for a period of seven years are required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. The Company has transferred the unpaid or unclaimed dividends for the financial year 2009-10 to the Investor Education and Protection Fund (IEPF).  
(b) In compliance with the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended from time to time, the Company has transferred 3,67,222 underlying Equity Shares, in aggregate in respect of 3004 Members on which dividends remained unpaid or unclaimed for a period of seven consecutive years or more, to the Demat Account of IEPF Authority.  
The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in).  
(c) Shares on which dividends remain unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Companies Act, 2013 and the applicable rules. Members are advised to visit the web link: <http://www.anikgroup.com/Details%20of%20equity%20shares%20liable%20to%20transfer%20IEPF-Anik.pdf> to ascertain details of shares liable for transfer in the name of IEPF Authority.
10. SEBI has mandated that transfer of securities would be carried out in dematerialized form only with effect from 05.12.2018. As per the said amendment 'except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository'. The shareholders who continue to hold their shares in physical form, advising them to get the same dematerialized before 05.12.2018. Shareholder may also visit the website of Company [www.anikgroup.com](http://www.anikgroup.com) for procedure to dematerialize their shares.
11. As per the Securities and Exchange Board of India (SEBI) Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, the following documents/information are required to be submitted by members holding shares in physical form:
  - i. Self attested copy of the PAN Card (All the holders in case of joint holding), and
  - ii. Original Cancelled Cheque Leaf bearing name of the shareholder OR Copy of Bank Passbook/ Statement showing name of account holder attested by bank having MICR/IFSC etc. (of the first holder in case of joint holding).

Members holding shares in physical form are requested to submit the above mentioned details/ documents to Registrar & Share Transfer Agent (RTA) Sarthak Global Limited, 170/10, Film Colony, R.N.T. Marg, Indore (MP) 452001.
12. Members are requested to :
  - a. Complete the attendance slip and deliver the same at the entrance of the meeting hall.
  - b. Bring their copies of the Annual Report at the time of attending the Annual General Meeting.
  - c. Send their questions at least 10 days in advance of the Annual General Meeting about any further information on accounts so as to enable the Company to answer their question satisfactorily.
13. All documents referred to in the accompanying Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days except Saturday between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.
14. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easy identification of attendance at the meeting.
15. In terms of circulars issued by the Securities and Exchange Board of India (SEBI), it is now mandatory to furnish a copy of PAN card to the Company or its RTA in the following cases viz. transfer of shares, deletion of name, transmission of shares and transposition of shares.



16. The Notice of Annual General Meeting and Annual Report of the Company for the year 2017-18, circulated to the Members of the Company, is available on the Company's website viz. [www.anikgroup.com](http://www.anikgroup.com).
17. Electronic copy of the Notice of Annual General Meeting and Annual Report is being sent to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Notice of Annual General Meeting and Annual Report is being sent in the permitted mode.

Members are requested to update their e-mail address with depository participants (DP) for shares held in electronic form or with the Registrar and Transfer Agent at [anik@sarthakglobal.com](mailto:anik@sarthakglobal.com) in case the shares are held in physical form.

## 18. Remote E-Voting

- (I) In compliance with provisions of Section 108 of the Companies Act, 2013 read with the relevant Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 42<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting Services provided by Central Depository Services (India) Limited (CDSL).

### The instructions for shareholders voting electronically are as under:

- (i) The remote e-voting period begins on Saturday, 22<sup>nd</sup> September, 2018 at 9.00 a.m. and ends on Monday, 24<sup>th</sup> September, 2018 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on 18<sup>th</sup> September, 2018 i.e. cut-off date (record date), may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders/ Members.
- (v) Now Enter your User ID :
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.
- (viii) If you are a first time user, follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first letter of their name and the 9 digits of the sequence number (which is printed on address sticker), in the PAN field.</li> <li>In case the sequence number is less than 9 digits enter the applicable number of 0's before the number after the first character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter R000000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for "ANIK INDUSTRIES LIMITED" on which you choose to vote.

- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from google playstore. Iphone and Windows phone users can download the app from the App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians:
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (II) (a) Mr. L. N. Joshi, FCS 5201, Practicing Company Secretary (CP No 4216) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (b) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favor or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
19. Voting is provided to the members through remote e-voting and at the annual general meeting of the Company. A Member can opt for only one mode of voting i.e. either through e-voting or at the Annual General Meeting of the Company.
20. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
21. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail.
22. At the meeting, after all the items of the notice have been discussed, the Chairman will order poll in respect of all the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting as stated above. After conclusion of the poll, the Chairman may declare the meeting as closed.
23. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.anikgroup.com](http://www.anikgroup.com) not later than 48 hours of conclusion of the Annual General Meeting of the Company and will be communicated to the Stock Exchange(s).
24. A route map and prominent land mark for easy location to the venue of AGM is attached to this Notice.

Place: Indore

Dated: 24<sup>th</sup> August, 2018

By order of the Board of Directors

**SHAILESH KUMATH**

COMPANY SECRETARY

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.****ITEM NO. 3**

Mr. Manish Shahra (DIN : 00230392), Jt. Managing Director of the Company, was appointed by the Board as Chairman and Managing Director of the Company w.e.f. 01<sup>st</sup> June, 2018 for remaining period of his tenure at the same remuneration that was drawn by him in the capacity of Jt. Managing Director subject to the approval of the members in General Meeting.

All other terms and conditions of his appointment for his current tenure will be same as approved by the members of the Company at their Annual General Meeting held on 29.09.2016.

Pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, Details of Mr. Manish Shahra are provided and forms a part of the Notice.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013 and regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special Resolution at Item No. 3 for approval of the members.

Save and except Mr. Manish Shahra and their relatives to the extent of their shareholding interest, if any, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Special Resolution set out at Item No. 3 of the Notice.

**ITEM NO. 4**

In the 38<sup>th</sup> Annual General Meeting held on 11.09.2014, Mr. Vijay Rathi (DIN: 01474776) was appointed as an Independent Director of the Company for a term of five years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, his background and experience and contributions made by him during his tenure, considers that, the continued association of aforesaid Independent Director would be beneficial to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, he is proposed to be re-appointed as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) consecutive years on the Board of the Company.

The Proposed appointee is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. The Company has also received declaration from appointee that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, proposed appointee fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. He is independent of the management. Copy of draft letter of appointment of proposed appointee setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 12:00 pm up to the date of the AGM.

The Company has received notices in writing under section 160 of the Act, proposing his candidature for the office of Director of the Company.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

Pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, Details of Mr. Vijay Rathi are provided and forms a part of the Notice.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

Save and except Mr. Vijay Rathi, none of the other Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the special resolution set out at Item No. 4 of the Notice.

**ITEM NO. 5**

Mr. Nilesh Jagtap (DIN: 08206539) was appointed by the Board as an additional director of the Company w.e.f. 25<sup>th</sup> August, 2018 and he holds office up to the date of the ensuing Annual General Meeting.

The Company has received a notice under Section 160 of the Companies Act, 2013 ("the Act") along with the deposit of the requisite amount proposing his candidature for the office of Director of the Company.

Mr. Nilesh Jagtap has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Section 149(10) of the Act provided that an independent director shall hold office for a term of upto five consecutive years on the Board. Further, section 149(13) of the Act, states that the provision relating to retirement of directors by rotation shall not apply to the appointment of independent directors. In compliance with the provisions of the Companies Act, 2013, it is proposed to appoint Mr. Nilesh Jagtap as an independent director of the Company to hold office for a term of 5 years w.e.f. 25.08.2018.

# NOTICE



Pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, Details of Mr. Nilesh Jagtap are provided and forms a part of the Notice.

A copy of the draft letter of appointment of Mr. Nilesh Jagtap as an Independent Director, setting out the terms and conditions, is available for inspection by the Members at the registered office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 10:00 am to 12:00 pm up to the date of the AGM.

The Board recommends the Ordinary Resolution at Item No. 5 for approval of the members.

Save and except Mr. Nilesh Jagtap, None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested financially or otherwise in the Ordinary Resolution set out at Item No. 5 of the Notice.

Place: Indore

Dated: 24<sup>th</sup> August, 2018

By order of the Board of Directors

**SHAILESH KUMATH**

COMPANY SECRETARY



**ADDITIONAL INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT/APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION 2015 AND SECRETARIAL STANDARD OF GENERAL MEETING:**

Name of Directors	Mr. Ashok Kumar Trivedi (DIN: 00350507)	Mr. Manish Shahra (DIN: 00230392)	Mr. Vijay Rathi (DIN: 01474776)	Mr. Nilesh Jagtap (DIN: 08206539)
Date of Birth	07.06.1955	16.02.1971	07.01.1952	25.06.1982
Age	63 years	47 years	66 years	36 Years
Date of first Appointment	25.01.1989	26.04.1993	02.04.2012	25.08.2018
Expertise / Experience in specific functional areas	Mr. Ashok Trivedi is Master of Arts and he is having more than 30 years of experience in Edible Oil Industry & Solvent Extraction Industry & liasoning at various levels.	He is expert in all segments of industry more particularly finance & marketing etc. Being Joint Managing Director of the Company, he has made great contribution in the success of the Company through his expert knowledge and hard working	He is presently practicing as a Chartered Accountant and having vast experience in conducting stock audits of various banks	He is practicing lawyer and having vast experience of legal cases, liasoning and others legal matters.
Qualification	MA	BE, MBA	M.A., M.Com, LL.B., FCA	LL.B.
Terms and Conditions of Appointment / Re-appointment	As per the resolution passed by the share holders at the Annual General Meeting held on 29 <sup>th</sup> September, 2016.	As per the resolution passed by the shareholders at the Annual General Meeting held on 29 <sup>th</sup> September, 2016	As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Vijay Rathi is proposed to be re-appointed as an Independent Director.	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Nilesh Jagtap is proposed to be appointed as an Independent Director.
Remuneration last drawn	Rs. 9,25,359/- during the financial year 2017-18	Rs. 3,81,600/- during the financial year 2017-18	Rs. 30,000 as Sitting Fee during the financial year 2017-18.	Not Applicable
Remuneration proposed to be paid	As per existing terms and conditions	As per existing terms and conditions	As per the resolution at item no. 4 of the Notice convening this Meeting read with explanatory statement thereto.	As per the resolution at item no. 5 of the Notice convening this Meeting read with explanatory statement thereto.
No. & % of Equity Shares held in the Company (as on 31.03.2018)	Nil	5,87,050 (2.12%)	Nil	Nil
Directorship in other Companies (As on 31.03.2018)	1. Avantika Farms Pvt.Ltd. 2. Neha Resorts And Hotels Pvt.Ltd. 3. Anik Infotech Pvt. Ltd. 4. Samvat Infotech Pvt. Ltd. 5. Anik Energy Pvt. Ltd. 6. Anik Aluminium Pvt. Ltd. 7. Anik Dairy Pvt.Ltd.	1. Ankesh Resorts And Hotels Private Limited 2. Vishal Resorts And Hotels Private Limited 3. Neha Securities Pvt. Ltd. 4. Sonakshi Hotels Pvt. Ltd. 5. Aashraya Buildtech Pvt. Ltd. 6. Deepti Housing Pvt Ltd 7. Brightstar Infra. Pvt. Ltd. 8. RRHL Realty Limited	1. Sarthak Industries Limited	Nil
Number of Meetings of the Board attended during the year.	13 out of 16	12 out of 16	8 out of 16	Not Applicable
Chairman/Member of the Committees of the Board Directors of other Companies (includes only Audit Committee and Stakeholders' Relationship Committee)	Nil	Member of Audit Committee of RRHL Realty Ltd.	Chairman of Audit Committee and Member of Stakeholders' Relationship Committee of Sarthak Industries Ltd.	Nil

## NOTICE



Name of Directors	Mr. Ashok Kumar Trivedi (DIN: 00350507)	Mr. Manish Shahra (DIN: 00230392)	Mr. Vijay Rathi (DIN: 01474776)	Mr. Nilesh Jagtap (DIN: 08206539)
<b>Chairman/Member of the Committees of the Board of Directors of the Company</b>	Chairman of Risk Management Committee and Member of Audit Committee of the Company.	Chairman of CSR Committee and Member of Stakeholders' Relationship Committee and Risk Management Committee of the Company.	Chairman of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee and Member of CSR Committee of Company.	Not Applicable
<b>Relationship between directors inter-se</b>	Not related to any director of the Company	Not related to any director of the Company except he is son of Mr. Suresh Chandra Shahra who has resigned from Board of Directors w.e.f. 17.02.2018	Not related to any director of the Company	Not related to any director of the Company

Place: Indore  
Dated: 24<sup>th</sup> August, 2018  
Anik Industries Ltd  
CIN: L24118MH1976PLC136836  
Regd. Office: 610, Tulsiani Chambers,  
Nariman Point, Mumbai (MH), 400027  
Phone: +91-22-22824851-53-57-59-63, Fax: +91-22-22042865  
Email Id: anik@anikgroup.com, Website: www.anikgroup.com

By order of the Board of Directors  
**SHAILESH KUMATH**  
COMPANY SECRETARY

## Route Map to the AGM Venue

