

**T W E N T Y F I F T H  
A N N U A L  
R E P O R T**

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**ANJANI FINANCE LIMITED**

## ANJANI FINANCE LIMITED

### BOARD OF DIRECTORS

**Satish Dhangar** : Managing Director  
**Chootelal Pathak** : Director (Independent Director)  
**Sanjaykumar Agarwal** : Director (Independent Director)  
**Raj Ratan Singhvi** : Director (Independent Director)

### REGD. OFFICE

144, Bajrang Nagar,  
Behind Pashupati Nath Mandir,  
M.R. 9 Road, Indore-452011,  
Madhya Pradesh, India  
Email: anjanifin@rediffmail.com

### CIN

L65910MP1989PLC032799

### AUDITORS

**O. P. Bhandari & Co.**  
Chartered Accountants  
Ahmedabad

### BANKERS

UCO Bank, Tilak Nagar, Branch Indore

### REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.  
303, 3<sup>rd</sup> Floor, Shopper's Plaza – V,  
Near Govt. Society, Opp – Municipal Market,  
C.G. Road, Navrangpura, Ahmedabad – 380009

### NOTE TO THE SHAREHOLDERS

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting, Shareholders are requested to kindly bring their copies to the meeting.

### DISCLAIMER STATEMENT

THIS AUDITED ANNUAL REPORT CONTAINING AUDITED BALANCE SHEET, PROFIT & LOSS ACCOUNT, SCHEDULES, NOTES TO THE ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31/03/2014 AND THE DOCUMENTS ATTACHED THERETO I.E REPORT OF THE AUDITORS, BOARD OF DIRECTORS, REPORT ON THE CORPORATE GOVERNANCE AND ANY OTHER ATTACHMENTS ARE PREPARED IN ACCORDANCE WITH THE PROVISIONS OF THE COMPANIES ACT 1956 AS PER GENERAL CIRCULAR 08/2014 ISSUED VIDE LETTER NO. 1/19/2013-CL-V DATED 04.04.2014 AND APPLICABLE PROVISIONS OF VARIOUS SECTIONS OF COMPANIES ACT 2013 WHICH WERE MADE APPLICABLE W.E.F 12/09/2013. HOWEVER IN PREPARATION OF THIS REPORT AT SOME PLACES A REFERENCE OF VARIOUS SECTIONS OF COMPANIES ACT 2013 ARE ALSO MADE AS AN ABUNDANT CAUTION.

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**NOTICE**

(Note: The business of meeting may be transected through electronic voting system. For detailed information please refer note no. 14)

NOTICE is hereby given to the Members of Anjani Finance Limited that 25<sup>TH</sup> Annual General Meeting of the Members of the Company will be held on Thursday the 25<sup>th</sup> September, 2014 at 03.00 P.M. at 144, Bajrang Nagar, Behind Pashupati Nath Mandir, M.R. 9 Road, Indore-452011, Madhya Pradesh, India, to transact the following Business.

**ORDINARY BUSINESS:**

1. To receive, consider, approve and adopt the audited statement of account i.e. The audited Balance Sheet as at 31/03/2014, the Profit & Loss Account for the year ended on that date and the report of the auditors and directors thereon.
2. To Appoint a director in place of Mr. Chhotelal R. Pathak, who retires by rotation and being eligible offers himself for re-appointment.
3. To Consider and if thought fit to pass with or without modification following Resolution as an ORDINARY RESOLUTION:  
“**RESOLVED THAT** pursuant to provisions of Section 139 (1) and all other applicable provisions of the Companies Act 2013 (Corresponding provisions of Section 224(1B) of the Companies Act 1956) read with Rule 4 and 6 of the Companies (Audit and Auditors) Rules 2014 as in force, the consent of the members of the Company be and is hereby accorded to the Appointment of M/s. O. P. Bhandari & Co., a firm of Chartered Accountants (CA FIRM Registration Number:112633W), as Statutory Auditors of the Company for the next Three financial year i.e. for the financial years 2014-15, 2015-16, 2016-17, and to fix their remuneration, as per section 139(2) of the Companies Act 2013.”

**SPECIAL BUSINESS:**

4. To Consider and if thought fit to pass, with or without modification(s) the following resolution as an Ordinary Resolution.

**RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (corresponding to Section 260 of the Companies Act, 1956), Section 149(1) of the Companies Act, 2013 for appointment of woman director and the relevant article of Articles of Association of the Company Mrs. Kalpana Jain (holding DIN 02665393) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 2<sup>nd</sup> July, 2014 and in respect of whom the Company has received a notice in writing for her appointment as a Director of the Company whose period of office shall be liable to determination for retirement of Directors by rotation.

**RESOLVED FURTHER THAT** Mr. Satish Dhanger, Managing Director (DIN: 06594368) of the company be and is hereby authorized, empowered and instructed to file necessary form in the office of the Registrar of Companies under his digital signature, and Mr. Kamlesh M. Shah, a Practicing Company Secretary of M/s. Kamlesh M. Shah & Co., be and is hereby requested to certify such forms under his digital signature, and also to intimate all other statutory authorities in time about changes in the constitution of the board of directors of the company within time with necessary supporting documents.

On Behalf of the Board of Directors  
Of Anjani Finance Limited

**(Satish Dhanger)**

Chairman and Managing Director  
(DIN: 06594368)

DATE : 02.07.2014  
PLACE : Indore.

**NOTES:**

- 1) A Member of the Company entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote and that a proxy need not be a member of the company.
- 2) Proxies in order to be effective must be received at the Company's Registered Office not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, Trusts, etc., must be backed by appropriate resolution/authority as applicable, issued on behalf of the nominating organization.
- 3) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten 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 a proxy for any other person or shareholder.
- 4) The Register of members and share transfer books of the Company shall remain closed from 21/09/2014 TO 25/09/2014 (Both days inclusive) as per the provisions of section 154 of the Companies Act 1956 and the provisions of the Clause 16 of the Listing Agreement.

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- 5) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto.
- 6) Members desiring any information on accounts are requested to write to the Company 7 days before the meeting to enable the management to keep the information ready.
- 7) Shareholders holding shares in physical form are requested to advise any change of address immediately to Company's Registrar and Share Transfer Agent, Link Intime India Pvt. Ltd. Shareholders holding shares in electronic form must advise to their respective depository participants about change in address and not to company.
- 8) All shareholders are requested to dematerialize their shareholding immediately as the shares are traded compulsorily in demat segment only.
- 9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 10) All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company
- 11) The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31st March, 2014 is uploaded on the BSE's website [www.bseindia.com](http://www.bseindia.com) and may be accessed by the members.
- 12) Electronic copy of the Annual Report for 2013-14 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2013-14 is being sent in the permitted mode.
- 13) Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

### **14) Instructions for e-voting:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 25<sup>th</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):

#### **In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" i.e. ANJANI FINANCE LIMITED from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company. (6 Digit Alpha-Numeric)
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.

(vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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 two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</li> </ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> i.e. The ANJANI FINANCE LIMITED, on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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## In case of members receiving the physical copy:

Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

## General Instructions:

- A. The voting period begins on 21<sup>st</sup> September 2014 at 9.00 a.m. and ends on 23<sup>th</sup> September, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) of 20<sup>th</sup> August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- B. 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- C. Mr.Kamlesh. M. Shah, Practicing Company Secretary, (Membership No. A8356 and COP No. 2072) (Address: 801-A, Mahalay Complex, Opp: Hotel President, B/h. Fairdeal House, Swastik Cross Roads, Navrangpura, Ahmedabad: 380 009, Gujarat, India, has been appointed as the Scrutinizer to scrutinize the evoting process in a fair and transparent manner.
- D. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- E. The Results declared along with the Scrutinizer's Report shall be placed on the BSE's website [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the ASE and BSE Limited.

## INFORMATION ABOUT THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE 25<sup>TH</sup> ANNUAL GENERAL MEETING AS PER CLAUSE 49 OF THE LISTING AGREEMENT FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.

Particulars	Mr. Chhotelal Pathak
Director Identification Number.	00505184
Date of Birth.	01/07/1965
Age.	49 Years
Educational Qualification.	Graduate
Experience (No. of Years)	15
Business field in which Experience.	Finance
Date of Appointment as Director in the Company.	01/11/2011
Directorship held in any other Company.	No other Directorship in any Company Held.
Member of any Committees of the Directors in the Company.	Audit Committee Stakeholder Relationship Committee
Member of any committees of the Directors in other Companies with names of the Company.	N.A.

**ANJANI FINANCE LIMITED**

<b>Particulars</b>	Mrs. Kalpana Jain
<b>Director Identification Number.</b>	02665393
<b>Date of Birth.</b>	16/07/1967
<b>Age.</b>	47
<b>Educational Qualification.</b>	Graduate
<b>Experience (No. of Years)</b>	15
<b>Business field in which Experience.</b>	General Administration
<b>Date of Appointment as Director in the Company.</b>	02/07/2014
<b>Directorship held in any other Company.</b>	1. AMC Shipping Private Limited (Resigned on 28/04/2014)  2. Chamelidevi Flour Mills Private Limited
<b>Member of any Committees of the Directors in the Company.</b>	Audit Committee Stakeholder Relationship Committee
<b>Member of any committees of the Directors in other Companies with names of the Company.</b>	N.A.

**AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 TO THE RESOLUTIONS MENTIONED UNDER THE HEAD SPECIAL BUSINESS OF THE NOTICE CONVENING THE 25<sup>TH</sup> ANNUAL GENERAL MEETING.**

**ITEM NO 4: APPOINTMENT OF MRS. KALPANA JAIN AS A DIRECTOR OF THE COMPANY**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) and 149(1) of the Companies Act, 2013 and the relevant article of Articles of Association of the Company, Mrs. Kalpana Jain as an Additional Director of the Company with effect from 2<sup>ND</sup> July, 2014. In terms of the provisions of Section 161(1) and 149(1) of the Act, Mrs. Kalpana Jain will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Kalpana Jain for the office of Director of the Company. Mrs. Kalpana Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board considers that the appointment of Mrs. Kalpana Jain as a Director of the Company would be as per the Provisions of Section 149(1) of Companies Act 2013 as a Woman Director. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Mrs. Kalpana Jain, no other director may be deemed to be interested or concerned in the proposed resolution.

On Behalf of the Board of Directors  
Of Anjani Finance Limited

DATE : 02.07.2014  
PLACE : Indore

**(Satish Dhangar)**  
Managing Director  
(DIN: 06594368)

**(Chhotelal Pathak)**  
Director  
(DIN: 00505184)

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## DIRECTORS' REPORT

To,  
The Members,  
**ANJANI FINANCE LIMITED**

Dear Shareholders,  
Your Directors have pleasure in placing before you the 25th Annual Report together with the Audited Accounts of the Company for the Year ended as on 31<sup>st</sup> March, 2014.

### **FINANCIAL HIGHLIGHTS:-**

During the year under review the financial performance of the Company is as under:

<b>Particulars</b>	<b>As on</b>	<b>(In ₹)</b>
	<b>31.03.2014</b>	<b>As on 31.03.2013</b>
Income from operations	84,70,813	50,21,281
Profit / (Loss) before taxes	21,94,304	10,25,071
Less: Provision for Income Tax	(2,16,900)	2,19,204
Add: Deferred Tax Assets	2,11,437	3,09,430
Profit/(Loss) after taxes	26,22,641	11,15,297
Less : Transfer to Statutory Reserve	5,24,528	2,23,059
Profit/(Loss) brought forward from Previous year	64,48,300	55,56,062
Profit/(Loss) carried to Balance Sheet	85,46,413	64,48,300

### **DIVIDEND**

To conserve the resources and to maintain liquidity, the Board has not recommended declaration of any dividend for the year under review.

### **UNPAID/UNCLAIMED DIVIDEND**

The Company does not have any outstanding unpaid/unclaimed dividend which is required to be transferred to the Investors Education and Protection funds as per the provision of Section 205C of the Companies Act, 1956. The Company does not have any outstanding liability on account of Interest and Principal on Deposits, Debentures or Share Application Money.

### **SHARE CAPITAL STRUCTURE**

There was no change in Number of shares and value of shares in the Authorized, Issued, Subscribed and Paid up Share Capital Structure of the Company.

### **BUY BACK OF EQUITY SHARES**

The Company had not made any Buy Back of its paid up equity shares during the year in terms of section 77A, 77AA and 77B of the Companies Act 1956. Hence no specific disclosure is required to be made in this report.

### **YEAR UNDER REVIEW**

During the year Company has earned ₹ 84,70,813/- (Previous Year ₹ 50,21,281/-). After all Administrative Expenditure of ₹ 6,276,509/- (Previous year ₹ 3,996,210/-) the company has a gross operational profit of ₹ 2,194,304/- (Previous year gross profit of ₹ 1,025,071/-) After making necessary adjustments for Deffered Tax, Fringe Benefit tax, Your Company had a Net Profit for the year which is transferred to balance sheet is ₹ 2,622,641/- (Previous year profit of ₹ 1,115,297/-).

### **DEMATERIALISATION OF SECURITIES**

Your Company's equity shares are already admitted in the System of Dematerialization by both the Depositories namely NSDL and CDSL. The Company has already signed tripartite Agreement through Registrar and Share Transfer Agent M/s Link Intime India Private Limited. The Investors are advised to take advantage of timely dematerialization of their securities. The ISIN allotted to your Company is **INE283D01018**. Total Share dematerialized up to 31st March 2014 were **8632095** which constitute **85.10% of total capital**. Your Directors request all the shareholders to dematerialize their shareholding in the company as early as possible.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management's discussion and perceptions on existing business, future out look of the industry, future expansion and diversification plans of the Company and future course of action for the development of the Company are fully explained in a separate Para in Corporate Governance Report in Annexure-A forming part of this report and also report on Corporate Governance.

### **COMPLIANCE TO CODE OF CORPORATE GOVERNANCE**

The Complete Report on Corporate Governance is given separately after this report as Annexure-A.

### **DEPOSITS**

During the year under review your company has neither invited nor accepted any public deposit or deposits from the public as defined under section 58A of Companies Act 1956.



**DIRECTORS**

During the year under review Mr. Chhotelal R. Pathak shall retire by rotation at the ensuing Annual General Meeting as per the provisions of Law. He is eligible for reappointment as director and has offered himself for directorship of the company. The brief resume/details relating to the Director who is proposed to be appointed/re-appointed is furnished in notes to the Notice of the Annual General Meeting.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134(5) of Companies Act, 2013 (Section, 217(2AA) of the Companies Act, 1956) your Directors declare that:

- i) In preparation of the annual accounts, ***as far as possible and except to the extent if any accounting standards mentioned by the auditors in their report as not complied with***, all other applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are responsible and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and after the profit or loss of the company for that period;
- iii) The Directors have taken proper and sufficient care for the maintenance of the adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The Directors had prepared the annual accounts on a going concern basis.
- v) The Directors, in the case of listed company, had laid down internal financial control to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The Director had devised proper system to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**DECLARATION BY THE INDEPENDENT DIRECTORS: (Pursuant to Provisions of section 149(6) of the Companies Act 2013).**

All the Independent Directors of the Company do hereby declare that:

- (1) All the Independent Directors of the Company are neither Managing Director, nor a Whole Time Director nor a Manager or a Nominee Director.
- (2) All the Independent Directors in the opinion of the Board are persons of integrity and possesses relevant expertise and experience.
- (3) Who are or were not a Promoter of the Company or its Holding or subsidiary or associate company.
- (4) Who are or were not related to promoters or directors in the company, its holding, subsidiary or associate company.
- (5) Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company or their promoters or directors, during the two immediately preceding financial years or during the current financial year.
- (6) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary, or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year.
- (7) Who neither himself, nor any of his relatives,
  - (a) Holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of three financial years immediately preceding the financial year in which he is proposed to be appointed.
  - (b) Is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial years in which he is proposed to be appointed of
    - (i) A firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; OR
    - (ii) Any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent, or more of the gross turnover of such firm;
    - (iii) Holds together with his relatives two per cent, or more of the total voting power of the company; OR
    - (iv) Is a Chief Executive or director, by whatever name called, or any non-profit organization that receives twenty five per cent or more of its receipts from the Company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; OR
    - (v) Who possesses such other qualifications as may be prescribed.

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## INSURANCE

All the existing Properties of the Company have been adequately insured.

## STATUTORY AUDITORS

M/s. O.P. Bhandari & Co., present Statutory Auditors of the company have given their letter of consent and confirmation under provisions of Section 139(1) of Companies Act, 2013 read with Rule 4 and 6 of The Companies (Audit and Auditors) Rules, 2014 (Section 224(1B) of the Companies Act, 1956).for reappointment as Statutory Auditors of the Company. As per rules, M/s. O.P. Bhandari is proposed to be appointed as statutory auditors of the company for next 3 financial years. A Suitable Resolution making their appointment as the Statutory Auditors and fixing their remuneration is proposed to be passed at the Annual General Meeting.

## INTERNAL AUDITORS

In order to make proper compliance with the provisions of Corporate Governance the company has established in house internal Audit Department which is functioning under the close supervision and direction of the Audit Committee and also in process of appointing the internal Auditor M/s. SAP Jain and Associates, Indore, a firm of Chartered Accountant from time to time.

## AUDITORS OBSERVATION

The Statutory Auditor of the company M/s. O.P. Bhandari & Co. has not made any observation in their report which requires specific information or clarifications from the Board of Directors in their report. However, the notes to the accounts are self-explanatory in nature.

## FORMATION OF AUDIT COMMITTEE

The Company has formed the audit committee within the organization in compliance to Section 177 of Companies Act, 2013 (section 292A of Companies Act, 1956) and also in compliance with clause 49 relating to corporate governance as per listing agreement and directors have formed an Audit Committee within the organization consisting of 3 directors. The area of operations and functional responsibilities assigned to the committee are as per the guidelines provided in Clause 49 of the Listing Agreement for implementation of code of corporate governance. The committee meets at least once in a quarter and gives its report of each meeting to the Board for its approval, record and information purpose.

## EMPLOYEES

There are no employees of the company who were in receipt of the remuneration of ₹60,00,000/- in the aggregate if employed for the year and in receipt of the monthly remuneration of ₹ 5,00,000/- in the aggregate if employed for a part of the year under review. Hence the information required under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees), Rules, 1975 and Companies (Particulars of Employees) Amendment Rules, 2011 is not applicable to the Company.

## STATUTORY INFORMATION

The Information required to be disclosed in the report of the Board of Directors as per the provisions section 217 (1)(e) of the Companies Act-1956 and the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988 regarding the conservation of energy, technology absorption, foreign exchange earnings and outgo, etc. are not applicable to the Company as your company is a Non Banking Financial Company.

## MATERIAL CHANGES

The Company changed its Registered Office from State of Gujarat to the State of Madhya Pradesh via Postal Ballot with effect from 30<sup>th</sup> April 2014. Other than this, no material changes have taken place after completion of the financial year up to the date of this report which may have substantial effect on business and finances of the company.

## APPRECIATION

Your Directors take this opportunity to acknowledge the trust reposed in your company by its Shareholders, Bankers and Clients. Your Directors also keenly appreciate the dedication & commitment of all our employees, without which the continuing progress of the company would not have been possible.

On Behalf of the Board of Directors  
Of Anjani Finance Limited

DATE : 26.05.2014  
PLACE : Indore

(Satish Dhangar)  
Managing Director  
(DIN: 06594368)

(Chhotelal Pathak)  
Director  
(DIN: 00505184)