

28th ANNUAL REPORT

F.Y. 2016-2017



ANJANI FINANCE LIMITED

CIN:L65910MP1989PLC032799

"The Agarwal Corporate House", 5th, Floor,
1, Sanjana park, Adjoining Agarwal Public School,
Bicholi Mardana Road, Indore (M.P.) – 452 016
Phone No. 0731-4948404, Email: anjanifin@rediffmail.com

BOARD OF DIRECTORS

MR. SATISH PRASAD DHANGAR - Managing Director
MR. SANJAY KUMAR AGARWAL - Director

ANNUAL REPORT 2016-17

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BOARD OF DIRECTORS

Satish Prasad Dhangar
Chhotelal Pathak
Kalpana Jain
Sanjay Kumar Agarwal
Ankur Agarwal

: Managing Director
: Independent Director
: Woman Director
: Director
: Independent Director

REGISTERED OFFICE

The Agarawal Corporate House,
5th Floor, 1, Sanjana Park
Adjoining Agarawal Public School
BicholiMardana Road
Indore-452011,
Madhya Pradesh, India

BANKERS OF THE COMPANY

UCO Bank
Tilak Nagar, Branch Indore

STATUTORY AUDITORS

M/s Mahendra Badjatya & Co.
Chartered Accountants
208, Morya Centre, Opposite
Basket Ball Complex,
Indore – M.P. 452003

SECRETARIAL AUDITOR

CS SAHIVE ALAM KHAN
Company Secretary
229, Utsav Bazaar,
Aada Bazaar, Rajwada,
Indore 452001 (M.P.)

REGISTRAR AND SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd
Unit No. 303, 3rd Floor,
Shoppers Plaza V, Opp. Municipal Market,
Behind Shoppers Plaza II, Off C G Road,
Navrangpura,
Ahmedabad – Guj. 380009

NOTICE

NOTICE is hereby given that 28th Annual General Meeting of the Members of ANJANI FINANCE LIMITED will be held on Friday, 29th Day of September, 2017 at 03.00 P.M. at, The Agarawal Corporate House, 5th Floor, 1, Sanjana Park, Adjoining Agarawal Public School, Bicholi Mardana Road, Indore- 452016, (M.P.), India to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement as at 31st March 2017, containing Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit & Loss and cash flow for year ended on that date and the Reports of Board's and Auditor's thereon.
2. To appoint a director, Mr. Chhotelal Pathak (DIN: 00505184), who retires by rotation and being eligible offers himself for re-appointment
3. To ratify the Re-appointment of M/s Mahendra Badjatya & Co., Chartered Accountants (ICAI FRN 001457C) as the Statutory Auditors of the Company.

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 applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (including statutory modification (s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into transaction(s) of giving/taking property of any kind on lease to/from Related Party, rendering/availing of loan from/to Related Party With or without interest/charges thereon including rollover/extension of maturity from time to time, whether material or otherwise, for a period of 5(Five) years with effect from October 2016, Related Party Transaction up to an estimated annual value of Rs. 9.00 Crore (Rupees Nine Crore) Per Annum excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

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. Sahive Alam Khan, a Practicing Company Secretary of, 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.

By Order of the Board of Directors

Place: Indore

Date: 25/05/2017

Soniya Shrivastava
Company Secretary

NOTES

1. The Register of Members and Share Transfer Books will remain closed from 22nd September 2017 to 30th September, 2017 [both days inclusive] for the purpose of 28th Annual General Meeting [the meeting].
2. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board's.
3. Members seeking any information are requested to write to the Company by mail at anjanifin@rediffmail.com, at least 7 days before the date of the Annual General Meeting to enable the management to reply appropriately at the Annual General Meeting.
4. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF, ON A POLL ONLY AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than ten percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution/authority, as applicable.
5. Corporate members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Act are requested to send the Company a certified copy of Board Resolution/Authorization together with specimen signatures authorizing their representative to attend and vote on their behalf at the meeting.
6. Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Ankit Consultancy Private Limited, Registrar and Transfer Agents of the Company.
7. Notice of the Meeting of the Company, inter alia, indicating the process and manner of remote e-Voting along with Attendance Slip and Proxy Form is being sent to the members in physical form through permitted mode.
8. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.anjanifin.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection at any time between 10:30 a.m. to 1:30 p.m. on any working day upto the date of Meeting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id anjanifin@rediffmail.com.

9. Voting through electronic means: In compliance with provisions of Section 108 of the Act and Rule 20 of The Companies [Management and Administration] Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing remote e-Voting facility as an alternative mode of voting which will enable the members to cast their votes electronically. Necessary arrangements have been made by the Company with Central Depository Services [India] Limited [CDSL] to facilitate remote e-Voting. The detailed process, instructions and manner for availing remote e-Voting facility is annexed to the Notice.
10. Mr. Sahive Alam Khan , Practicing Company Secretary [Membership No. ACS: 45246 COP: 16581] has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
11. Members who have cast their vote by remote e-Voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
12. Members can opt for only one mode of voting i.e. either by remote e-Voting or poll paper. In case Members cast their votes through both the modes, voting done by remote e-Voting shall prevail and votes cast through Poll Paper shall be treated as invalid.
13. The remote e-Voting period commences on **Tuesday, 26th day of September, 2017 [9:00 a.m.] and ends on Thursday, 28th day of September, 2017 [5:00 p.m.]**. During this period, Members holding shares either in physical form or demat form, **as on Friday the 22nd September, 2017 i.e. cut-off date**, may cast their vote electronically. The remote e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
14. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose names is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-Voting and poll process at the venue of the meeting.
15. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for remote e-Voting as provided in the Notice convening the meeting, which is available on the website of the Company and CDSL. However, if members are already registered with CDSL for remote e-Voting, can use their existing User ID and password for casting your vote.
16. The Scrutinizer shall, after the conclusion of voting at the 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 three days of conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same.
17. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.anjanifin.com and on the website of CDSL www.evotingindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE] where the equity shares of the Company are listed.

REQUEST TO THE MEMBERS:

- a) Intimate changes, if any, in their registered addresses immediately.
- b) Quote their ledger folio number in all their correspondence.
- c) Handover the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
- d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
- e) Send their Email address to the Share Transfer Agent for prompt communication and update the same with their D.P. to receive softcopy of the Annual Report of the Company.

Instructions for remote e-Voting

The instructions for members for voting electronically are as under:

- (i) The voting period begins on **Tuesday, 26th day of September, 2017 [9:00 a.m.] and ends on Thursday, 28th day of September, 2017 [5:00 p.m.]**. During this period, Members holding shares either in physical form or demat form, **as on Friday the 22nd September, 2017 i.e. cut-off date**, may cast their vote electronically. The remote e-Voting module shall be disabled 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 remote e-Voting website www.evotingindia.com.
- (iv) Click on Shareholders/Member.
- (v) 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.
 - d. 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 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:
- (viii)

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participants are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two character of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the number id/folio number in the Dividend Bank details field as mentioned in instruction (v).

Note: Please keep the sequence number in safe custody for future remote e-Voting.

- (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 remote 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 remote e-Voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of ANJANI FINANCE 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 a 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 Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store. 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.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
- (xx) In case you have any queries or issues regarding remote e-Voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-Voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANJANI FINANCE LIMITED

- a. The results of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within three days of the AGM.

INFORMATION ABOUT THE DIRECTORS WHO ARE PROPOSED TO BE RE-APPOINTED AT THE 28TH ANNUAL GENERAL MEETING AS PER SEBI (LODR) REGULATIONS, 2015 AND THE COMPANIES ACT, 2013 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)	17
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.

On Behalf of the Board of Directors of
Anjani Finance Limited

Sd/-
Soniya Shrivastava
Company Secretary

DATE : **25/05/2017**

Place:

Explanatory Statement for item No. 4

DIRECTORS REPORT

Dear Members,
of Anjani Finance Limited
Indore

Your Directors are pleased to present the 28th Annual Report and the Company's Audited Financial Statement for the Financial Year ended March 31st 2017.

FINANCIAL RESULTS

The Company's financial performance, for the year ended March 31st, 2017 is Summarized Below:

PARTICULARS	2016-17	2015-16
Profit before Depreciation, Interest & other adjustments	8512405	6930414
Less : Finance Cost	4045091	3714308
: Depreciation	243489	243192
Profit Before Tax	4223825	2972914
Less : Earlier Year Expenses	0	240529
: Provision on Standard Assets	0	173479
: Provision FOR Current Year Tax	0	520708
: Deferred Tax Provided (Written Back)	22879	7192
Profit for the year	4143671	2031006
Add : Balance of Profit B/F From Previous Year	12950260	11338955
Amount available for appropriation	16351206	13369961
APPROPRIATIONS :		
Transfer to NBFC Reserve	680189	406201
Adjustment for Earlier Year Excess Tax	0	13500
Adjustment on Account of Depreciation	0	0
Balance carried to Balance Sheet	15671016	12950260
TOTAL	16351206	13369961

PERFORMANCE OF THE COMPANY

During the year the Company has achieved a turnover of ₹1.14Crore as against turnover of ₹0.95Crore in the previous year registering an increase of 20%. The overall performance remains satisfactory.

DIVIDEND

The Company has not declared any dividend during the year 2016-17 (Previous year Nil).

TRANSFER OF AMOUNTS TO INVESTOR EDUCATION & PROTECTION FUNDS (IEPF)

No amount is required to be transferred to the investor education & protection fund during the year.

TRANSFER OF AMOUNT TO RESERVES

The Company has transferred ₹828734/- to the NBFC Reserves as per requirement of the Directions of the RBI to the NBFC Companies {Previous year ₹406201/-} except that no amount has been transferred or withdrawn from the reserves by the Company.

CREDIT RATING

The company has not obtained credit rating.

NON PERFORMING ASSETS AND PROVISIONS

No assets of the company are classified as non-performing under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As such, no provision is required to be maintained.

ASSOCIATES/SUBSIDIARIES/JOINT VENTURES COMPANIES

The company has no Subsidiaries and Joint Ventures. The company has an Associate namely Chamelidevi Flour Mills Pvt. Ltd., with 28.70 % Share Holding. The Relevant detail as per Form **AOC-1** is enclosed herewith as per **Annexure – "A"**.

DISCLOSURE U/S 134 (3)

Pursuant to the provisions of sec 134 (3) read with companies (Accounts) rules, 2014. The required information's & disclosures, to the extent applicable to the company are as under:

- The Extracts of Annual Return in form no. **MGT-9** is annexed herewith as **Annexure – "B"**.
- Policy of company for the appointment of Directors and their remuneration as per **Annexure- "C"**.
- The particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 in the Form **AOC-2** is enclosed herewith as per **Annexure – "D"**.
- Statement of Conservation of energy, technology absorption and foreign exchange earnings and outgo is not applicable to the company.
- The ratio of the remuneration of each director to the median employee's remuneration and their details in terms of subsection 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report and is annexed as per **Annexure – "E"**.

There is no employee drawing remuneration of ₹850000/- per month or ₹10200000/- per year, therefore the particulars of employees as required U/s 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable to the Company

RISK MANAGEMENT COMMITTEE

The company has voluntarily constituted risk management committee and the policy is disclosed on the website of the company at www.aanjanifin.com.