

33rd

ANNUAL REPORT

F.Y. 2021-2022



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
Email: anjanifin@rediffmail.com*

BOARD OF DIRECTORS

*Mr. Sanjay Kumar Agarwal- Managing Director
Mrs. Kalpana Jain – Director*

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BOARD OF DIRECTORS

Sanjay Kumar Agarwal
Kalpana Jain
Champalal Dangi
Ankur Agarwal

: Managing Director
: Woman Director
: Director
: Independent Director

REGISTERED OFFICE

The Agarawal Corporate House,
5th Floor, 1, Sanjana Park
Adjoining Agarawal Public School
Bicholi Mardana 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
302, Maan Heritage near High Court
Indore – M.P. 452001

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



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CIN.: L65910MP1989PLC032799

Office : "The Agarwal Corporate House", 5th Floor, 1, Sanjana Park,
Adjoining Agarwal Public School, Bicholi Mardana Road, INDORE - 452 016 (M.P.)
Email : anjanifin@rediffmail.com Website : www.anjanifin.com Ph. : 0731-4949699

NOTICE FOR THE 33rd ANNUAL GENERAL MEETING

Notice is hereby given that the 33rd Annual General Meeting of the members of **ANJANI FINANCE LIMITED (CIN:L65910MP1989PLC032799)** will be held on Friday, the **30th day of September, 2022** at **04:00P.M.** through Video Conferencing (VC) / Other Audio Visual Means (OVAM) for which purposes the registered office of the company situated at **THE AGARWAL CORPORATE HOUSE, 1, SANJANA PARK, ADJ. AGARWAL PUBLIC SCHOOL, BICHOLI MARDANA ROAD Indore (MP)-452016** shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Financial Statement as at 31st March 2022, containing Audited Balance Sheet as at 31st March, 2022 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 on that date.

SPECIAL BUSINESSES:

2. Regularization and Appointment of Mr. Sarthak Agrawal as the Director of the Company.

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

"RESOLVE THAT pursuant to the provision of section 152 and 160 of the companies Act, 2013 and the rules framed hereunder, as amended from time to time, Mr. **Sarthak Agrawal** (DIN-09700883) who was appointed as additional director of the company under section 161 (1) of Companies Act, 2013 with effect from 23/08/2022, and who holds office as such up to the date of Annual General Meeting, and who has consented in writing to act as a director of the company, be and is hereby appointed as an Independent & non-executive director of the company on such terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) and remuneration as approved by Board."

RESOLVED FURTHER THAT Any Director of the Company, be and is hereby authorised to file relevant forms with the Registrar of companies and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment"

3. To Approve the Transactions/contracts/arrangements with Related Parties under Regulation 23 of the SEBI (LODR) Regulations 2015 and pursuant to applicable provisions of Section 188 of Companies Act, 2012 and Rules framed there under:

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 there under 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 2021, Related Party Transaction up to an estimated annual value of Rs. 9.00 Crore (Rupees Nine Crore only) 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 Board of Directors of the Company be and is hereby severally authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party, finalize the terms and conditions as may be considered necessary, expedient or desirable and execute such agreements, documents and writings and to make such filings as may be necessary or desirable, in order to give effect to this resolution in the interest of the company.

Place: Indore

Date:

By order of the Board

ANJANI FINANCE LIMITED

CIN: L65910MP1989PLC032799



Registered Office:

THE AGARWAL CORPORATE HOUSE,
1, SANJANA PARK, BICHOLI MARDANA
ROAD Indore (M.P.)-452016

(CS Nasir Khan)

COMPANY SECRETARY &

COMPLIANCE OFFICER

ACS:51419

**BRIEF PROFILE OF THE DIRECTOR SEEKING RE-APPOINTMENT AS PER ITEM NO. 2
OF THE NOTICE OF ENSUING ANNUAL GENERAL MEETING AS PER SEBI (LODR)
REGULATIONS, 2015 AND COMPANIES ACT, 2013**

| | |
|--|--|
| Name of Director | Mr. Sarthak Agrawal |
| DIN | 09700883 |
| Designation | Director |
| Category | Non Executive & Independent |
| Date of Birth | 22 th August, 1999 |
| Date of Appointment | 23/08/2022 |
| Qualification | Engineering |
| No. of shares held | 0 |
| List of outside Directorship | Nil |
| Chairman / Member of the Committees of the Board of Directors of the Company | Audit Committee Stakeholders' Relationship Committee Nomination and Remuneration Committee |
| Chairman / Member of the Committees of the Board, Directors of other Companies in which he/she is director | NA |
| Disclosures of relationships between directors inter-se. | N.A. |

Notes:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) can be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM hence the proxy form and attendance slip are not annexed to this notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. The Members can join the AGM 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 AGM through VC/OAVM will be made available for at least 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020 and 5th May, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required.

Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by NSDL.

6. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or Body Corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution/authorization letter to the Scrutinizer by email through its registered email address to csalamkhan@gmail.com with a copy of the same marked to the Company at www.anjanifin.com.
7. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company at www.anjanifin.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for VC/OAVM) i.e. www.evotingindia.com.
8. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.anjanifin.com as soon as possible after the Meeting is over.
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
10. In continuation of this Ministry's General Circular No. 20/2020, dated 5th May, 2020, general circular No 02/2021 Dt. 13th Jan 2021, General Circular No 19/2021 Dt. 8th Dec 2021 & 21/2021 dated 14th Dec 2021 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2022, or become due in the year 2022, to conduct their AGMs on or before 31.12.2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05.05.2020.
11. In compliance with the aforesaid MCA Circulars dated 5th May, 2020 and SEBI Circular dated 12th May, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. However, if any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company but subject to time taken by the courier and Postal Department.
12. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
13. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business i.e. Items No. 3 set out in the Notice, is annexed thereto.

14. The company has notified closure of Register of Members and Share Transfer Books from 24.09.2022 to 30.09.2022(both days inclusive) for the Annual General Meeting.
15. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date 23.09.2022(Friday).
16. Alam Khan& Co. Company Secretaries in Whole Time Practice (M.No.F11411& C.P. No. 16581) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
17. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7(Seven) days before the date of the Meeting at its email ID anjanifin@rediffmail.com so that the information required may be made available at the Meeting.
18. The Members are requested to:
 - a. Quote their ledger folio number in all their correspondence.
 - b. Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
19. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent Linkin Time India Pvt. Ltd., 506 to 508, Amarnath Business Ahmedabad, Gujarat 380006having email Id ahmedabad@linkintime.co.in to receive the soft copy of all communication and notice of the meetings etc., of the Company.
20. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board Report.
21. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 33rdAGM. Members seeking to inspect such documents can send an email toanjanifin@rediffmail.com
22. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the RTA having email Id ahmedabad@linkintime.co.in.The Company has already sent letter and 2 reminders in the physical form by the Registered Post. It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.
23. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed entities to issue securities in dematerialized form only while processing service request, viz., Issue of duplicate Securities certificate; claim from unclaimed suspense account; renewal/exchange of

securities certificate; endorsement, sub-division/splitting of securities certificate; consolidation of securities certificates;/folios; transmission and transposition. Accordingly, Members are requested to make service request by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the standard documents for Investors available on the Company's website www.anjanifin.com and also available on the website of the RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

24. SEBI vide its notification dated January 24, 2022 has amended Regulation 44 of SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization.. Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company and RTA, for assistance in this regard

25. Voting through electronic means:

Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- a. The voting period begins on 27.09.2022 (Tuesday) from 9.00 A.M. and ends on 29.09.2022 (Thursday) till 5.00 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 23.09.2022 (Friday) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- c. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- d. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 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.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

| Type of shareholders | Login Method |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL Depository | <p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |

| | |
|---|---|
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 hold 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting |
| <p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> |

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.