



ANJANI SYNTHETICS LIMITED

[CIN : L11711GJ1984PLC007048]

33rd

Annual Report

2016 - 2017

REGD. OFFICE :
221 (MALIYA) NEW CLOTH MARKET, O/s. RAIPUR GATE,
AHMEDABAD-380002 GUJARAT,



ANJANI SYNTHETICS LIMITED

CIN: L11711GJ1984PLC007048

33RD ANNUAL REPORT 2016-2017

Corporate Information

BOARD OF DIRECTORS :

Mr. Vasudev S. Agarwal	- Chairman & Managing Director
Mr. Mahavirprasad S. Dalmia	- Whole Time Director
Mrs. Pooja S. Sharma	- Non-Executive Independent Director
Mr. Rakesh Agarwal	- Non-Executive Independent Director
Mr. Govindprasad M. Goyal	- Non-Executive Independent Director (Appoint w.e.f.12.11.2016)
Mr. Manoharlal Sharma	- Chief Financial Officer
Mr. Rushabh M. Shah	- Company Secretary & Compliance Officer (Appoint w.e.f.01.05.2017)

STATUTORY AUDITORS :

M/s. Nahta Jain & Associates
Chartered Accountants
Ahmedabad.

SECRETARIAL AUDITORS :

M/s. Mukesh H. Shah & Co.
Company Secretaries
Ahmedabad.

REGISTRAR & SHARE TRANSFER AGENT :

BigShare Services Private Limited
A-802, Samudra Complex,
Nr. klassic Gold Hotel, Off. C. G Road,
Ahmedabad-380 009. Gujarat. Ph. 079-40024135
Email: bssahdbigshareonline.com
Website : www.bigshareonline.com

REGISTERED OFFICE :

221(Maliya), New Cloth Market, O/s. Raipur Gate,
Ahmedabad- 380002, Gujarat, India.
Tel-Fax: 079- 22173181
Email : info@anjanisynthetics.com
Website: www.anjanisynthetics.com
CIN: L11711GJ1984PLC007048

INTERNAL AUDITORS :

M/s. Kamal M. Shah & Co.,
Chartered Accountants
Ahmedabad.

COST AUDITORS :

M/s. Kiran J. Mehta & Co.
Cost Auditors
Ahmedabad.

BANKERS :

Punjab National Bank
Ahmedabad.

FACTORY / MILL :

Plot No. 140, Pirana Road, Saijpur-Gopalpur,
Piplej, Ahmedabad-382405, Gujarat, India.
Ph. No.: 079- 25715544
Tele-Fax: 079- 25715545
Email: accounts@anjanisynthetics.com

CONTENTS	PAGE NOS.
Notice	2
Directors' Report	17
Secretarial Audit Report	34
Corporate Governance Report	37
Management Discussion and Analysis	49
Independent Auditors' Report	53
Balance Sheet	59
Statement of Profit and Loss	60
Notes Forming Part of Balance Sheet and Statement of Profit & Loss and Significant Accounting Policies	72
Cash Flow Statement	74

**33RD ANNUAL GENERAL MEETING HELD ON 29.09.2017 AT FACTORY
AT PLOT NO.140, SAIJPUR-GOPALPUR, PIRANA ROAD, PIPELJ, AHMEDABAD-382405, GUJARAT.**



Dear Shareholders,

I am happy to share with you the financial and operating performance of Anjani Synthetics Limited (ASL) for the financial year 2017. The year was eventful with external headwinds that impacted business performance. In the second half of the year, the Government's demonetization initiative adversely impacted the cash-based Indian economy. The Indian fabric industry was affected as 80% of end users, have traditionally been almost entirely cash operated.

Despite these macro uncertainties, ASL registered a topline growth in FY17. The Company introduced new superior products and enhanced its distribution network to drive growth in volumes. We have also expanded our overseas presence in key markets and our initiatives are already yielding positive results. However, profitability was lower due to intensifying competition, pressure from raw material prices and our continued commitment to investing in several aspects of the business with an eye to future growth.

During the year, we have made some key strategic initiatives to expand customer engagement. Having invested in brand building, people and growing our footprint, we remain confident of emerging as a leading player in the fabric sector. The long-term growth story is intact, with macro factors such as improving infrastructure, increasing economic activity. With the implementation of GST and due to lasting effects of demonetization, we expect that organized players like us will gain more traction.

Over the years, ASL has gained prominence as a premier fabric provider with a broad range of products that deliver excellent performance in diverse weather. We will continue to build and expand presence in the ensuing fiscal year by expanding our production system and by offering comprehensive products to customers.

In conclusion, we are enthused about future opportunities and believe that our focused initiatives will help us to deliver enhanced business performance over the long term. I would like to thank all our colleagues for their high level of commitment that we believe will take the Company to greater heights in times to come. I would also like to express my deepest gratitude to all my colleagues on the board, for their significant contribution towards providing direction to ASL's performance.

I am deeply thankful to our customers, business associates, suppliers, bankers and legal authorities for their loyalty and trust in us. Lastly, my sincere appreciation to all our shareholders for continued support in our journey to create long-term value.

VASUDEV S. AGARWAL

Chairman

**NOTICE**

Notice is hereby given that the **33rd Annual General Meeting** of the Members of **Anjani Synthetics Limited** will be held at Plot No.140, Saijpur-Gopalpur, Pirana Road, Piplej, Ahmedabad-382405, Gujarat, India on **Friday, the 29th day of September, 2017 at 11.00 a.m.** to transact the following business:

a) ORDINARY BUSINESS:**Item No.1: Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and the Auditors thereon.

Item No.2: Appointment of Director

To appoint Mr. Mahavir Prasad Dalmia [DIN: 02884037] as a Director who retires by rotation and being eligible, offers himself for re- appointment.

Item No.3: Appointment of Statutory Auditors

To appoint M/s. Abhishek Kumar & Associates, Chartered Accountants as Statutory Auditors of the Company in place of M/s. Nahta Jain & Associates, Chartered Accountants, 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 Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. ABHISHEK KUMAR & ASSOCIATES., Chartered Accountants [FRN NO.: 130052W], ahmedabad, be and are hereby appointed as the Statutory Auditor of the Company in place of the retiring Auditors M/s. NAHTA JAIN & ASSOCIATES, Chartered Accountants, Ahmedabad, to hold office for a term of five consecutive financial years, from the conclusion of this 33rd Annual General Meeting of the Company till the conclusion of the 38th Annual General Meeting, subject to ratification of the appointment at every Annual General Meeting, on such remuneration plus tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as may be mutually agreed upon by the Board of Directors and the Auditors.”

b) SPECIAL BUSINESS:**Item No.4: Appoint Mr. Govindprasad Madanchand Goyal [DIN: 07642571] as a Director of the Company and as an Independent Director**

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, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with the Rules made thereunder, (including any statutory modification(s) or re-enactment thereof for the time being in force) **Mr. Govindprasad Madanchand Goyal [DIN: 07642571]**, who was appointed as an Additional Director (Independent) of the Company by the Board of Directors with effect from 12.11.2016 and who holds office till the date of the Annual General Meeting, in terms of Section 161 of the Act, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying his intention to propose **Mr. Govindprasad Madanchand Goyal [DIN: 07642571]** as a candidate for the office of a Director of the Company, be and is hereby appointed as an Independent Director, not liable to retire by rotation, to hold office for a term of five consecutive years upto September 28,2022.”

Item No.5: Ratification of remuneration payable to Cost Auditors for the financial year 2017-18

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 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Cost Audit and Record) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Kiran J. Mehta & Co., Cost Accountants (Firm Registration No. 000025), on the recommendation of the Audit Committee and approval by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year 2017-18, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting be and is hereby approved and ratified.”


Item No.6: Re-Appointment of Mr. Vasudev S. Agarwal [DIN: 01491403] as a Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and the Articles of Association of the Company, approval of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Vasudev S. Agarwal [DIN: 01491403] as a Managing Director of the Company for a period of 5 (five) years w.e.f. 01.10.2017 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board of Directors of the Company and Mr. Vasudev S. Agarwal.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Item No.7: Appointment of Mr. Mahavirprasad S. Dalmia [DIN: 02884037] as a Whole Time Director

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and the Articles of Association of the Company, approval of the Company be and is hereby accorded for the appointment and terms of remuneration of Mr. Mahavirprasad S. Dalmia [DIN: 02884037] as a Whole-time Director of the Company for a period of 5 (five) years w.e.f. 01.09.2017 upon the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors of the Company and Mr. Mahavirprasad S. Dalmia.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

Item No.8: To Give Authority for related party transaction 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 provision of section 188(1) of the Companies act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modifications or re-enactment thereof, for the time being in force) and the consent of the Audit Committee and Board of Directors and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (including any Committee thereof) to ratify, approve and confirm the related party transactions for availing of advances/ loans, corporate guarantee, and security, whether material or not, hitherto entered or to be entered into by the Company from time to time as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“RESOLVED further that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to the aforesaid related party transaction(s) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution.”

Item No.9: Issuance of 39,49,000 Equity Share on Preferential Basis 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 62(1)(c), 42 and such other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI (ICDR) Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and any other rules/ regulations/ guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India, the Securities and Exchange Board of India (“SEBI”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from regulatory or other appropriate authorities, including but not limited to SEBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot upto maximum of 39,49,000 (Thirty Nine Lakh Forty Nine Thousand) Equity Shares of Rs.10/- (Rupees Ten only) each, at a price of Rs.26/- (Rupees Twenty Six only) per share including premium of Rs.16/- (Rupees Sixteen only) per equity share, aggregating to Rs.10,26,74,000/- (Rupees Ten Crores Twenty Six Lakhs Seventy Four Thousand only) on preferential basis to the following persons for cash which shall rank pari-passu with the existing equity shares of the Company, in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with SEBI (ICDR) Regulation, 2009 or other provisions of the law as may be prevailing at the time.

Sr. No	Name of the proposed Allottee	Category	No. of Equity share be issued	Issue Price of shares (In Rupees)
1	SUBHKARAN T. AGARWAL-HUF	PROMOTER	340000	8840000
2	BIMLADEVI S. AGARWAL	PROMOTER	120000	3120000
3	VASUDEV S. AGARWAL	PROMOTER	638000	16588000
4	VASUDEV S. AGARWAL-HUF	PROMOTER	360000	9360000
5	ANITA V. AGARWAL	PROMOTER	282000	7332000
6	KAILASH S. AGARWAL	PROMOTER	731000	19006000
7	KAILASH S. AGARWAL-HUF	PROMOTER	448000	11648000
8	AKSHIKA K AGARWAL	PROMOTER	220000	5720000
9	SUNIL KANAIYALAL MEHTA	NON-PROMOTER	200000	5200000
10	ROOPA SUNIL MEHTA	NON-PROMOTER	200000	5200000
11	SANDIP CHANDRAKANT SHAH	NON-PROMOTER	210000	5460000
12	BHAVINI SANDIP SHAH	NON-PROMOTER	200000	5200000
	Total		3949000	102674000

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Equity Shares shall be subject to following terms:

- I. In accordance with the provisions of Chapter VII of the SEBI ICDR Regulations, the “Relevant Date” for the purpose of calculating the floor price (inclusive of premium) for the purpose of issue of Equity Shares is 30.08.2017 which is the date falling 30 (Thirty) days prior to the date of Annual General Meeting or such other date as may be prescribed in accordance with the SEBI ICDR Regulations.
- II. That the said Equity Shares shall be issued and allotted by the Company to the above Proposed Allottees within a period of 15 (Fifteen) days from the date of passing of this resolution provided that where the allotment of the said Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval.



- III. The Equity Shares to be so allotted shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company.
- IV. The Equity Shares allotted shall be subject to a lock-in for such period as specified under Chapter VII of SEBI ICDR Regulations relating to Preferential Issues.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, matters, deeds and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications on the offer, issue and allotment of the Equity Shares and listing of Equity Shares at the Stock Exchange/s as per the terms and conditions of SEBI LODR Regulations and other applicable Guidelines, Rules and Regulations, to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries and advisors for the Preferential Issue), resolving all questions or doubt that may arise with respect to the offer, issue and allotment of Equity Shares, and to authorize all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the shareholders of the Company and that the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT subject to SEBI Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned Equity Shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) of the Company and to generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any Merchant Bankers or other Professional Advisors, Consultants and Legal Advisors to give effect to the aforesaid resolution.”

**BY ON BEHALF OF THE BOARD
FOR, ANJANI SYNTHETICS LIMITED**

**PLACE : AHMEDABAD
DATE : 31.08.2017**

**[VASUDEV S. AGARWAL]
DIN: 01491403
Chairman and MD**

Registered Office:

221, (Maliya) New Cloth Market,
O/s. Raipur Gate,
Ahmedabad- 380002,
Gujarat, INDIA

CIN: L11711GJ1984PLC007048

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE “MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIM-SELF/ HER-SELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

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.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Business is annexed hereto.



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 representative to attend and vote on their behalf at the Meeting.
4. Members/ proxies are requested to bring their copies of Annual Report along with duly filed and signed attendance sheets attached with it for attending the meeting.
5. Members who are holding shares in dematerialized form are required to bring details of their Beneficiary Account Number for identification.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Members desiring any information on the Accounts are requested to write to the Company at least 10 days before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
8. Members holding shares in electronic form are requested to intimate immediately any changes in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company.
9. Notice of this Annual General Meeting, Audited Financial Statements for 2016-17 along with Directors report and Auditors' Report are available on the website of the Company <http://www.anjanisynthetics.com/>
10. The Register of Members and the Share Transfer Register of the Company will remain closed from 22.09.2017 to 29.09.2017 (both days inclusive).
11. Bigshare Services Private Limited having its branch office at A-802 Samudra Complex, Near Klassic Gold Hotel, Off. C G Road, Ahmedabad-380009, Gujarat is the Registrars and Share Transfer Agents of the Company. The members are requested to please ensure that their shares are converted into Demat Form.
12. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Bigshare Services Private Limited, for consolidation into a single folio.
13. Pursuant the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
14. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. to 1.00 p.m. up to the date of the Meeting.
15. The route map showing directions to reach the venue of the thirty third AGM is annexed.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of Companies (Management and Administration) Rules, 2014, companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address either with the company or with the depository. Hence, members are requested to provide their email address to the Company/the Registrar and Transfer Agent or update the same with their depositories to enable the Company to send the documents in electronic form.
17. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. Pursuant to the prohibition imposed vide Section 118 of the Companies Act, 2013 read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.
19. **E-voting** (Voting through Electronic means): EVSN No.170818007
- * In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, substituted by the Companies (Management and Administration)



Amendment Rule, 2015 and Regulation 44 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 33rd 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). Members if the Company holding shares either in the physical form or in Dematerialized form, as on cut-off date i.e. 22nd September, 2017 may cast their vote by electronic means or in the Annual General Meeting (AGM). The detailed process instruction and manner for e-voting facility is enclosed herewith.

- * The Company shall also arrange for the physical voting by use of ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting.
- * The Members who have cast their vote by remote e-voting may also attend the Annual General Meeting (AGM), but shall not be entitled to cast their vote again.
- * The remote e-voting period commences on Tuesday, 26th September, 2017 (9:00 a.m.) and ends on Thursday, 28th September, 2017 (5:00 p.m.). During this period, Members holding shares either in physical form or demat form, as on 22nd, September, 2017 i.e. cut-off date, may cast their vote electronically. The 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.
- * The voting rights of Members shall be in proportion to their shares in the paid up equity share capital of the Company as on cutoff 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 cutoff date only shall be entitled to avail facility of remote e-voting and poll process at the venue of the Meeting.
- * 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 cutoff date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting your vote.
- * The Board of Directors has appointed Mr. Mukesh H. Shah, Practicing Company Secretary [COP No.2213] as a Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- * The Scrutinizer shall, immediately 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.
- * The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.anjanisynthetics.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, where the equity shares of the Company are listed.

The instructions for members for voting electronically are as under: (EVS- 170818007)

- (i) The voting period begins on Tuesday, 26th September, 2017 (9:00 a.m.) and ends on Thursday, 28th September, 2017 (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 i.e. 22nd September, 2017, may cast their vote electronically. The 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
- (iv) Click on "Shareholders" tab.
- (v) Now Enter your User ID
 - * For CDSL: 16 digits beneficiary ID,
 - * For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - * Members holding shares in Physical Form should enter Folio Number registered with the Company



- (vi) Next enter the image verification Code as displayed and Click on Login.
- (vii) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 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 characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
DOB	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.
Dividend Bank Details OR Date of Birth	Enter the Dividend Bank Details or Date of Birth in format (DD/MM/YYYY) as recorded in your demat account or in the company records in order to login. 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).

- (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 EVSN of the Company i.e. **170818007** 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 further description/ entire Resolutions.
- (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 voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password, then enter the User ID and image verification Code click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s)
- (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 Corporates.