

23rd
ANNUAL REPORT
2016-2017

ANKA INDIA LIMITED

ANNUAL REPORT CONTENTS

1. Notice	1 - 18
2. Director's report	19- 38
3. Management discussion and analysis report	39-41
4. Auditor's Report	42-50
5. Balance Sheet	51
6. Profit & Loss Statement	52
7. Cash Flow Statement	53
8. Notes	54-63
9. Proxy Form and Attendance Slip	64-65

BOARD OF DIRECTORS

Harpreet Singh Sethi (Chairman & Whole Time Director)
Arshdeep Singh Sethi (Joint Managing Director)
Paramjit Kaur Sethi (Non-Executive Director)
Jai Prakash Singh (Independent Director)
Antima Gupta (Company Secretary)
Rakesh Kumar Trikha (Additional Director)
Sulakshana Trikha (Additional Director)
Niti Sethi (Independent Director)
Asha Kishinchand (Independent Director)

AUDITORS

C N K & Associates LLP, Mumbai
Statutory Auditors

INTERNAL AUDITOR

Gaurav Gupta & Associates
(Cost Accountant)

SECRETARIAL AUDITOR

Mohit Aggrawal & Associates, New Delhi
(Company Secretaries)

BANKERS

Corporation Bank
Rajindra Place, New Delhi

REGISTERED OFFICE

Village P.O. Kherki Daula,
Distt. Gurgaon, Haryana-122001

CORPORATE OFFICE

4A/35, Basement, Old Rajinder Nagar,
New Delhi-110060
Phone No:-011-47525580
Email:-response@ankaindia.com

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the Members of ANKA INDIA LIMITED will be held on Monday, 21st August, 2017 at 10.00 A.M at Balmiki Yuva Vikas Sabha, Near Haldiram, Village & P.O. Kherki Daula Distt. Gurgaon, Haryana -122001 for transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements the Company for the financial year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon.
2. **APPOINTMENT OF M/S AMSKY & CO. AS THE STATUTORY AUDITORS OF THE COMPANY**

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 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to appoint , M/S AMSKY & CO. (FRN:- 008458N), Chartered Accountants Rewari, Haryana, as Statutory Auditors of the Company for a period of 5 (five) consecutive financial years, in place of M/s C N K & Associates LLP, Chartered Accountant, Mumbai who have shown their unwillingness to be reappointed as the statutory auditor of the Company, from the conclusion of the 23rd Annual General Meeting until the conclusion of the 28th Annual General Meeting in the Calendar Year 2022, subject to annual ratification by the members at every Annual General Meeting at such remuneration plus service tax as applicable and reimbursement of out-of pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS:

3. **REGULARISATION OF MR. RAKESH KUMAR TRIKHA 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:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Rakesh Kumar Trikha (DIN No. 02585330), who was appointed as an Additional Director of the Company by the Board of and who holds office as such up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

4. REGULARISATION OF MRS. SULAKSHANA TRIKHA 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:

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mrs. Sulakshana Trikha (DIN No. 02924761), who was appointed as an Additional Director of the Company by the Board of and who holds office as such up to the date of this Annual General Meeting and in respect of whom a notice has been received in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.”

5. APPOINTMENT OF MRS. SULAKSHANA TRIKHA AS THE WHOLE TIME DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 & as per Articles of Association of the company, the consent of the members of the Company be and is hereby accorded to appoint Mrs. Sulakshana Trikha (DIN No. 02924761) as the whole time Director of the Company with immediate effect for a period of 5 (Five Years), at a remuneration and on the terms and conditions of appointment as contained in the explanatory statement to this resolution, with authority to the Board of Directors and the Nomination and Remuneration Committee to alter and vary the remuneration as it may deem fit, within the limits specified in Section 197 read with Schedule V of the Companies Act, 2013 .

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

6. RECLASSIFICATION OF SHAREHOLDER FROM PROMOTER GROUP CATEGORY TO PUBLIC CATEGORY

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

“RESOLVED THAT pursuant to Regulation 31 A (5) and other relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the arrangement/understanding through SPA between “Existing Promoters” i.e. Mr. Harpreet Singh Sethi, Puja Sethi and Persons acting in concert with them and Acquirers i.e. Rakesh Kumar Trikha, Sulakshana Trikha and Persons acting AS Persons acting in concert (PAC) with them, the consent of the members of the Company be and is hereby accorded to reclassify the Existing Promoters holding 1,00,200 Equity shares constituting 3.64% of the issued and paid-up share capital of Company from “Promoter and Promoter Group” category to the “Public” category, in the shareholding pattern filed with the stock exchanges with effect from the date of this special resolution.

RESOLVED FURTHER THAT Existing Promoters has fulfilled all the following necessary requirements for reclassification as required under Regulation 31 A (5) of the SEBI Listing Regulations:-

- x that they does not have any special rights through formal or informal agreements;
- x that they does not hold, individually or in aggregate, more than 10% of the paid-up equity capital of the company; and
- x that they and their relatives shall not act as key managerial person for a period of more than three years from the date of shareholders' approval.

RESOLVED FURTHER THAT pursuant to the fulfilment of the above three conditions as per Regulation 31 A (5) of the SEBI Listing Regulations, the existing promoters will cease to be the promoter of the Company and the Acquirers shall be reclassified as the new promoters of the Company as already approved by the Board in their meeting held on 09th March, 2017 and the same may be communicated to the BSE Limited for their approval.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director or Asst. Company Secretary of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution including filing of necessary forms / returns with the Registrar of Companies / Stock Exchanges / other authorities concerned."

7. ISSUE OF 82, 47,474 WARRANTS, CONVERTIBLE INTO EQUITY SHARES ON PREFERENTIAL BASIS

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

"RESOLVED THAT in furtherance to resolution passed through postal ballot dated 24/05/2017, pursuant to the provisions of Section 42, 62 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the **"Act"**) and in accordance with and subject to the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (**the "ICDR Regulations"**), the Securities Contracts (Regulation) Act, 1956, as amended, Foreign Exchange Management Act, 1999 and any other guidelines, circulars and notifications issued by the Reserve Bank of India (**"RBI"**), Government of India (**"GOI"**) or any other statutory /regulatory authorities and in accordance with all other applicable regulations, guidelines and clarifications thereon issued by any other competent authority, whether in India or abroad, from time to time, to the extent applicable and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of any other appropriate authorities, institutions or bodies as may be required and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s) and/or sanction(s) and which may be agreed by the Board of Directors of the Company (hereinafter referred to as **"the Board"**) which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent of the members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot, on preferential basis, in one or more tranches, upto 82, 47,474 (Eighty Two Lakh Forty Seven Thousand Four Hundred Seventy Four) warrants for a cash consideration, at such price being not less than the price determined in accordance with SEBI (ICDR) Regulations (**"Issue Price"**), convertible into equivalent number of fully paid up Equity Share of the Company of face value of Rs.10 (Rupees Ten only) each, ranking pari-passu in all respects, including as to dividend, with the existing Equity Shares of the Company, to certain persons/entities (hereinafter referred to as the **"Proposed Allottees /Warrant holder"**) whether they are Shareholders of the Company or not, more particularly mentioned in the table below, in such manner as the Board may, in its absolute discretion, think fit:

S NO.	NAME OF PROPOSED ALLOTTEE	PROMOTER/ NON PROMOTER	NO. OF WARRANTS OF PROPOSED TO BE TAKEN UP
1	SUNIL GIRIDHARILAL RAHEJA	Non Promoter	5,28,000
2	SEEMA KAPOOR	Non Promoter	5,17,000
3	S SUBRAMANI	Non Promoter	5,25,000
4	POLLUR MOHAN	Non Promoter	5,15,000
5	POOJA KUMAR CHANDNA	Non Promoter	5,30,000
6	VAIBHAV BALU ZORE	Non Promoter	1,72,000
7	GANESH GOVINDPRAKASH GUPTA	Non Promoter	4,82,828
8	SHAH CHUNILAL RAJNIKANTH HUF	Non Promoter	5,00,000
9	SULAKSHANA TRIKHA	Non Promoter	14,77,646
10	RAKESH KUMAR TRIKHA	Non Promoter	30,00,000
TOTAL			82,47,474

RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the Proposed Allottees and the Equity Shares resulting from the exercise of the entitlement of the said Warrants, shall be subject to applicable guidelines, notifications, rules and on such other terms and conditions as may be determined by the Board in its absolute discretion including but not limited to the following terms and conditions as mentioned below:

- The “**Relevant Date**” pursuant to Regulation 71 of the SEBI (ICDR) Regulations in relation to the above mentioned Preferential Issue of Warrants, shall be **Friday, 21st July, 2017** which is 30 days prior to the date of the 23rd Annual General Meeting which will be considering this special resolution for approving the preferential issue on private placement basis..
- The proposed allottee(s) of Warrants shall be entitled to apply for and obtain, in one or more tranches allotment of one equity share of face value of Rs. 10/- (Rupees Ten only) each of the Company against each Warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.
- The issue price of the said warrants will be Rs. 10/- (Rupees Ten only) per warrant or the minimum price as required to be recomputed in accordance with the SEBI (ICDR) Regulations and applicable law, whichever is higher.
- The warrant holder(s) shall have to pay an amount equivalent to 25% of the total consideration per warrant, on or before the date of allotment of warrants.
- The Warrant holder(s) shall have the option of applying for and being allotted equity shares of the Company of face value of Rs. 10/- each by paying the balance 75% of the consideration after adjusting the upfront payment made.
- In case the Warrant holder(s) do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- The Equity shares issued and allotted on conversion thereof shall be subject to lock-in for such period as prescribed under the SEBI (ICDR) Regulations.
- The said Warrants by itself do not give to the Warrant holder any rights of the Shareholders or Debenture holders of the Company.
- The equity shares to be so allotted on exercise of Equity Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum of Association 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.

RESOLVED FURTHER THAT the Board be and is hereby authorised to decide and approve other terms and conditions of the issue of the Warrants and/or equity shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the applicable guidelines, notifications, rules and regulations.

RESOLVED FURTHER THAT the Board is hereby authorised to take necessary steps for listing of the equity shares allotted upon conversion of Warrants on Stock Exchanges, where the Company's shares are listed, as per the terms and conditions of the Listing Agreement, and in accordance with such other guidelines, rules and regulations as may be applicable with regard to such listing."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to take such steps and to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary, expedient, usual, proper, incidental or desirable and to settle any question, difficulties or doubts that may arise in this regard and in regard to the issue, allotment of the Warrants and/or equity shares and utilization of the issue proceeds, to prescribe the forms of applications, enter and execute all such deeds, documents, agreements or other instruments, and to take such actions/directions as they may consider as being necessary or desirable and to obtain any approval, permissions, sanctions which may be necessary or desirable as they may deem fit and to file all the necessary forms and documents with the Registrar of Companies NCT of Delhi and Haryana and with any other authorities."

BY ORDER OF THE BOARD

SD/-

ANTIMA GUPTA

COMPANY SECRETARY

ACS No. 38140

E-5/108, FIRST FLOOR SECTOR-16

ROHINI DELHI 110089

PLACE: GURGAON

DATE: 25.07.2017

Regd. Office:

Village & P.O. Kherki Daula,
Distt. Gurgaon, Haryana-122001

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from 16th August, 2017 to 21st August, 2017 (both days inclusive).
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBER(S) NOT EXCEEDING 50 AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY.**

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. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

3. Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
5. 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.
6. Electronic copy of the Annual Report for 2016-17 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 2016-17 is being sent in the permitted mode.
7. The Company has paid the Annual Listing Fees for the year 2017-2018 to the viz. BSE Limited on which the Company's Securities are presently listed.
8. Voting through electronic means:-
 - I. In compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, the Company is providing the shareholders facility to exercise their right to vote on Resolutions proposed to be considered at the forthcoming Annual General Meeting by electronic means and the business may be transacted through e-voting platform provided by Central Depository Services (India) Limited (CDSL).
 - II. That the facility for voting, through Ballot Paper shall also be made available at the Meeting & Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - III. That the 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.

The process & manner for e-voting are as under:

- i. The remote e-voting period begins on **18.08.2017 (9:00 AM)** and ends on **20.08.2017 (5:00 PM)**. During this period shareholders' of the Company, holding shares either in physical form or in

dematerialized form, as on the cut-off date (record date) of **12.08.2017** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on “Shareholders.” Tab.
- 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.
- 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 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:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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	<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"> 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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"> 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on “SUBMIT” tab.
- ix. 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