20TH ANNUAL REPORT 2013-2014

CIN-L15130HR1994PLC032362

ANS INDUSTRIES LIMITED

Regd. office & works: 136 KM, Village & Post office - Shamgarh,
Dist.-Karnal, Haryana-132116 Phone No. 01745-244226
Head office: 144/2, Ashram, Mathura Road, New Delhi – 110014
Phone No. 011-26346200/26342963
E-mail Id-ansagro.limited@gmail.com/Website.ansfoods.com

BOARD OF DIRECTORS

Mr. Mehinder Sharma	(DIN-00036252)	Managing Director
Mr. S.R. Sahore	(DIN-00036146)	Director
Mr. Mahesh Sharma	(DIN-00042874)	Director
Mr. R.C.Sharma	(DIN-00148867)	Director

COMPANY SECRETARY

Sh. Manoj Mishra

REGD. OFFICE & WORKS

136 KM, Village & Post office - Shamgarh,
Dist.-Karnal, Haryana-132116
Phone No. 01745-244226

HEAD OFFICE

144/2, Ashram, Mathura Road, New Delhi – 110014
Phone No.011-26346200/26342963
E-mail Id-ansagro.limited@gmail.com

BANKERS

Punjab National Bank
Maharani Bagh
New Delhi-110065

Canara Bank
Malviya Nagar
New Delhi-110017

AUDITORS

Gaur V.K. & Company
Chartered Accountants
2140/5, Street No. 2,
Raj Guru Road, Paharganj
New Delhi-110055

REGISTRAR AND SHARE TRANSFER AGENT

MAS Services Limited
T-34,2nd Floor, Okhala Industrial Area, Phase-II,
New Delhi-110020
Phone No. 011-26387282

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NOTICE

Notice is hereby given that the 20th Annual General Meeting of the Company will be held at the Registered Office of the Company at 136 KM,Village & Post office - Shamgarh, Dist.-Karnal, Haryana -132116 on Thursday, the 25th Day of September, 2014 at 11:30 A.M. to transact the following businesses:

Ordinary Business

1. To receive, consider, approve and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit & Loss Account for the year ended on that date alongwith Directors' Report & the Auditors' Report thereon.
2. To appoint a director in place of Mr. R.C Sharma (holding DIN-00148867) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Gaur V.K. & Company, Chartered Accountants (Membership No. 17615) Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of next AGM of the Company and authorize the Board to fix their remuneration.

SPECIAL BUSINESS

1. **APPOINTMENT OF MANAGING DIRECTOR**

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

   "**RESOLVED THAT** subject to the provisions of Section 196, 197&198 read with Schedule V & all other applicable provisions of the Companies Act, 2013 and the Companies(Appointment and Remuneration of Managerial Personnel) Rule,2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the company be and is hereby accorded to re-appoint Mr. Mehinder Sharma (DIN-00036252) as Managing Director of the company for a period of 5 years w.e.f. 10th August, 2014, without remuneration and for the purpose Section 203 of the Companies Act, 2013 Mr. Mehinder Sharma will also be considered as Key Managerial Personnel(KMP).

   FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to take all such steps as may be necessary proper and expedient in order to give effect to the said resolution."

2. **CREATION OF CHARGE ON THE ASSETS OF COMPANY**

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

   "**RESOLVED THAT** in supersession of earlier resolution passed by the Company and pursuant to provisions of section 180(1) (a) and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification (s) for the time being in force) and memorandum and Article of Association of the Company, the consent of the company be and is hereby accorded to the Board of Directors of the company to create such charges, mortgages, hupothecations or leasing or disposing of whole or substantially whole of the undertaking in addition to the existing charges, morgagres,hypothecations or leasing or disposing of whole or substantially whole of the undertaking if any created by the company on such all/any of movable and /or immovable properties of the company wherever situated whether present or future and in such manner as Board may deem fit, in favour of Banks, Financial Institutions, Insurance companies, other lending agency or bodies corporate by way of private placement or otherwise (hereinafter collectively referred to as "lenders") provided that the total amount borrowed together with interest thereon and all other money payable by the company in respect of such loan for which such charges, mortgages or hypothecation are created shall not at any time exceed the limit of Rs. 85.00 Crores (Rupees Eighty Five Crores only)

   FURTHER RESOLVED THAT the Board of Directors of the company be and is hereby authorized to all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in order to give effect to the said resolution."

3. APPROVE BORROWING LIMITS

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

"RESOLVED THAT in supersession of earlier resolution passed by the company and pursuant to section 180(1)(c) and other applicable provisions of the companies Act, 2013 and rules made thereunder (including any statutory modification (s) for the time being in force) and memorandum and Article of Association of the Company, the consent of the company be and is hereby accorded to the Board of Directors of the Company to borrow monies in excess of the aggregate of the paid up capital and free reserves of the company, provided that the total amount borrowed and outstanding at any point of time, apart from loan obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs. 85.00 Crores (Rupees Eighty Five Crores only) or the aggregate of the paid up share capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required in order to give effect to the said resolution

FOR & ON BEHALF OF THE BOARD OF DIRECTORS
OF ANS INDUSTRIES LIMITED

Sd/-
(S.R. Sahore)
Director
DIN-00036146

Date: 4th August, 2014
Place: New Delhi

NOTES:

1. The statement pursuant to Section 102 of the Companies Act, 2013 which set out details relating to Special Business at the meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF, AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   In order to be effective the instrument appointing the proxy should be deposited at the registered office of the company, duly completed and signed not less than 48 hours before commencement of the meeting.

   A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10 (ten) % of the total share capital of the company carrying voting rights. A member holding more than 10%of the total share capital of the company carrying voting right may appoint a single person as proxy and such person shall not act as a proxy for any other person or member. Proxy/proxies submitted on behalf of the companies, societies etc. must be supported by appropriate resolution /authority, as applicable.
3. The members holding shares in physical form are requested to kindly notify the company/ Registrar & Share Transfer Agent of any change in address immediately so as to enable the company future communication to their correct address. Members holding shares in demat form are requested to notify their respective Depository Participant(s) of any change in address.
4. The Register of Members & Share Transfer Books of the company will remain closed from 18th day of September, 2014 to 25th day of September, 2014(both days inclusive) for the purpose of holding of ensuing Annual General Meeting.
5. Members / proxies should bring the attendance slip duly filled in for attending the meeting and deposit the same at the entrance gate of the meeting Members are kindly requested to bring their copies of annual report at the meeting.
6. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner any person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. The member(s) holding shares in physical form may obtain the Nomination Forms from the Company's Registrar and Share Transfer Agent. Members holding shares in demat form may contact their respective Depository Participant for availing this facility.
7. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant of 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 forms are requested to submit their PAN details to the Registrar and Shares Transfer Agent.
8. Details under Clause- 49 of the Listing Agreement with Stock Exchange in respect of the Directors seeking appointment /re- appointment at the ensuing Annual General Meeting are annexed hereto.
9. Physical Copies of the Annual Report for the year 2013-14 along with notice of AGM interalia indicating the process and manner of e-voting alongwith Attendance Sheet and Proxy Form is being sent to all the members whose name appear in the register of member as provided by RTA in the permitted mode and same is also being sent through electronic mode to such members whose shareholding is in dematerialized format and whose email IDs are registered with the Company/Depository Participants(s) for communication purpose.
10. **To support the "GREEN ITITIATIVES" the members who have not registered their email IDs are requested to register the same with the Company/RTA and Registrar in case shares held in physical form and with the Depositories in case of shares held in dematerialised form**.
11. Members may also note that the Notice of the 20th AGM and Annual Report for the year 2013-14 is also available on the company's website: www.ansfoods.com. All documents referred to in accompanying Notice and Explanatory Statement, if any shall be open for inspection at the company's registered office during the normal business hours on all working days except Sunday& public holidays. 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 members may also send request to the company's e-mail address:ansgro.limited@gmail.com.

12. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013 read with the Read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is please to provide Member facility to cost their vote electronically, through e-voting service provided by Central Depository Service Limited (CDSL), on all resolutions set forth in this notice.

The Procedure and instructions for e voting as given in the Notice of the 20th Annual General Meeting are given hereunder for easy reference:-

(I) Log on to the e-voting website www.evotingindia.com

(II) Click on "Shareholders" tab.

(III) Now, Select the "COMPANY NAME- ANS Industries Ltd." from the drop down menu and click on "SUBMIT".

(IV) Now enter your user ID as given overleaf in the Box.

(V) 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. If you are a first time user follow the steps given below.

(VI) Now, fill up the following details in the appropriate boxes:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) as given overleaf in the box.
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
Bank Details*	Enter the ban details as recorded in your demat account or in the company records for the said demat account or folio.

*Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company please enter the member ID / Folio No. in the bank details field

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

(VIII) Members holding share in physical form will then reach directly the company selection scheme. 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 new password is to be also used by the demat holders for voting for resolution 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.

(IX) For members holding shares in physical form the details can be used only for e-voting on the resolutions contained in this notice.

(X) Click on the EVSN for ANS Industries Ltd to vote.

(XI) 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 the Resolution and option No. implies that you descent to the Resolution.

(XII) Click on the "Resolution File Link" if wish to view to the entire resolution.

(XIII) 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.

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

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

(XVI) If demat account holder has forgotten the changed password till enter the user ID and Captcha Code and click on forgot Password and enter the details has prompted by the system.

(XVII) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves, as corporates. After receiving the login details they have to link the account (s) which they wish to vote on and then cost their vote. They should scanned copy of Board resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

General Instruction

(a) The e-voting period commences on Thursday, the 18th day of September, 2014 at 9.30 A.M. and end on Saturday, the 20th day of September, 2014 at 6.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(b) In case you have any queries or issue regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(c) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on cut-off date (record date) of 22nd August, 2014.

(d) The Company has appointed M/s. Awanish Dwivedi & Associates, Company Secretaries of New Delhi (CP No.9080) as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

(e) The Scrutinizer shall, within a period not exceeding three (3) working days from the date of conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the chairman of the Company.

(f) The result shall be declared on or after AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.ansfoods.com and on the website of CDSL within two (2) days of the passing of the resolutions at the AGM of the Company.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS
OF ANS INDUSTRIES LIMITED

Sd/-
(S.R. Sahore)
Director
DIN-00036146

Date: 4th August, 2014
Place: New Delhi

The following explanatory statement pursuant to section 102 of the companies act, 2013, sets out material facts relating to the mentioned at item nos. 1 to 3 of the accompanying notice.

Item No. 1

The term of office of Sh. Mehinder Sharma (DIN-00036252) as Managing Director of the company is going to expire on 9th August, 2014. Your Board has decided to re-appoint Sh. Mehinder Sharma (DIN-00036252) as Managing Director of the company for a period of 5 years with effect from 10th August, 2014, subject to the approval of shareholders which is now being sought at the ensuing Annual General Meeting of the company and Sh. Mehinder Sharma (DIN-00036252) is willing to act as Managing Director of the Company without remuneration and for the purpose Section 203 of the Companies Act,2013 Mr. Mehinder Sharma will also be considered as Key Managerial Personnel(KMP).

The Board recommends the above Special Resolution for your approval. None of the Directors except Sh. Mehinder Sharma (DIN-00036252) are interested in the proposed resolution.

Item No. 2

To meet the requirements of capital your board considers that it may be required by the Banks /financial institutions to mortgage, creating charge, hypothecation of both movable and immovable assets of the company including Plant and Machinery in present of in future and pursuant to provisions of the Section 180(1)(c) of Companies 2013 your Board cannot sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company without getting the consent of the members of the company 'sell, lease or otherwise dispose off' in effect covers all modes of disposal of property such as creation of charge in favour of the Banks/financial institutions. The proposal contained in the above Special Resolution is placed before you for your acceptance in the interest of the company.

Your Directors recommend the Special Resolution for your approval. None of the Directors are interested in the proposed resolution.

Item No. 3

In order to enable the Board, to meet the funding requirements of the company for renovation and upgradation of existing Plant & Machinery, for meeting working capital requirements and other financial requirements of the company it is proposed to increase the borrowing limit upto Rs. 85.00 Crores (Eighty Five Crore only) excluding temporary loan and pursuant to provision of Section 180(1)(c) of the Companies Act,2013 the Board cannot borrow money where money to be borrowed and together with the money already borrowed by the company will exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from company's bankers in the ordinary course of business. The proposal contained in the above Special Resolution is placed before you for your acceptance in the interest of the company.

Your Directors recommend the Special Resolution for your approval. None of the Directors are interested in the proposed resolution.

FOR & ON BEHALF OF THE BOARD OF DIRECTORS
OF ANS INDUSTRIES LIMITED

Sd/-
(S.R. Sahore)
Director
DIN-00036146

Date: 4th August, 2014
Place: New Delhi

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 20th Annual Report together with Audited Annual Accounts for the financial year ended 31st March, 2014.

FINANCIAL RESULTS

(Rs. in Lacs)

PARTICULARS	CURRENT YEAR (2013-14)	PREVIOUS YEAR (2012-13)
Contract Receipts, Sales and other Income	604.22	419.45
Profit/(Loss) before Interest, Depreciation & Tax	131.29	106.91
Depreciation	62.86	52.23
Provision for taxation	0.00	0.00
Net Profit/(Loss) for the year	68.43	54.68
Debit Balance in P&L A/C brought forward from previous year	0.00	0.00
Debit Balance carried forward to Balance Sheet	0.00	0.00

STATE OF AFFAIRS OF THE COMPANY

Your Company has made net profit of Rs. 68.43 Lacs as on 31st March, 2014 as compared to the net profit Rs. 54.68 Lacs during the previous year. Directors are making sincere efforts to increase the profit of the Company.

During the year the Company has processed a total of 898485 KG of Peas in Pea Season.

RESERVES

The Board of Directors of the Company has decided not to propose any amount to carry any reserves in the Balance Sheet.

DIVIDEND

The Board of Directors has decided not to recommend any amount of dividend with a view to conserve resources.

DISCLOSURE UNDER SECTION 217(1) (e) OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988

A. CONSERVATION OF ENERGY

The Company is making efforts to reduce its dependence on State Electricity power supply. It using Rice Husk for the boiler to eliminate use of Fuel Oil.

B. TECHNOLOGY ABSORPTION

The Company is making efforts for absorption of sophisticated technology.

C. FOREIGN EXCHANGE EARNING & OUTGO

During the year the company has imported spare part of Plant & Machinery from HOS BV, NEATHERLANDS and the payment for the same has been made in Euro currency **£**1181 equivalent to Indian Currency of Rs. 91,914/-except that there are no earning and outgo of foreign exchange as already given in notes on Accounts.

PARTICULARS OF EMPLOYEES

Nobody is employed in the Company during the year or for part of the year who is in receipt of remuneration exceeding the sum prescribed under the provisions of Section 217(2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975.

DIRECTORS' RESPONSIBILITY STATEMENT

As required under Section 217 (2AA) of the Companies Act, 1956, your Directors confirm and state:

1. that in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ending on March 31, 2014 and profit and loss of the company for that period;
3. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
4. that the directors had prepared the annual accounts on a going concern basis.

AUDITORS& AUDITORS' REPORT

The Statutory Auditors of the Company M/s.Gaur V.K. & Company, Chartered Accountants, New Delhi, retire at the ensuing Annual General Meeting in accordance with the provisions of Section 139 of Companies Act, 2013 and Rules made thereunder, and being eligible, offer themselves for re-appointment as statutory auditors of the Company from the conclusion of ensuing AGM until the conclusion of next AGM

The Company has obtained the written consent for their appointment from the statutory auditors and a certificate to the effect of their appointment, if made, shall be in accordance with the provision of the Companies Act,2013 and rule made thereunder and certificate to the effect that auditor satisfies the criteria provided under Section 141 of the companies Act,2013

Auditors' Report on Annual Accounts of the company are self explanatory and do not contain any reservation, qualification & adverse remark in Auditors' Report.

DEPOSITS

The company has not invited any deposits from public

DIRECTORS

Mr. R.C. Sharma, (holding DIN-00148867) who retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment.

The details of Director seeking re-appointment are as follows:-

Name of Director	Mr. R.C. Sharma
DIN	00148867
Age	67 Years
Date of Appointment	22-03-2006
Expertise in Special Functional area	Constructions
Qualification	Intermediate