

24TH
ANNUAL REPORT
2017-2018



ANS Industries Limited

(CIN-L15130HR1994PLC032362)

Registered 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.011-26341544

E-mail ID-ansagro. limited@gmail.com,website:www.ansfoods.com

ANS INDUSTRIES LIMITED



BOARD OF DIRECTORS

| | | |
|----------------------------|----------------|-------------------|
| Mr. Mehinder Sharma | (DIN-00036252) | Managing Director |
| Mr. S.R. Sahore | (DIN-00036146) | Director |
| Mr. Mahesh Kumar Sharma | (DIN-00042874) | Director |
| Mr. Mr. Dhruv Sharma | (DIN-07844050) | Director |
| Mr. Ravindra Kumar Agarwal | (DIN-02171916) | Director |
| Mrs.Kamal Saib | (DIN-06942852) | Director |
| Mr. Manoj Mishra | | Company Secretary |
| Mr. Subodh Kumar | | CFO |

REGISTERED OFFICE & WORKS

136 KM, Village & Post Office - Shamgarh,
Dist.-Karnal, Haryana-132116, Phone No. 01745-244226
E-mail Id-ansagro.limited@gmail.com,website:www.ansfoods.com

HEAD OFFICE

144/2, Ashram, Mathura Road, New Delhi - 110014
Phone No.011-26341544

BANKERS

Punjab National Bank
Maharani Bagh, New Delhi-110065 &
Taraori, Karnal, Haryana-132116
Canara Bank
Malviya Nagar, New Delhi-110017

AUDITORS

R.C. Sharma & Associates
Chartered Accountants
306-307, Sewak Bhawan, 16/2, W.E.A.
Arya Samaj Road, Karol Bagh, New Delhi-110005

REGISTRAR AND SHARE TRANSFER AGENT

MAS Services Limited
T-34, 2nd Floor, Okhala Industrial Area, Phase-II,
New Delhi-110020, Phone No.011-26387281/82/83

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NOTICE

Notice is hereby given that the 24th Annual General Meeting of the Company will be held at the Registered Office of the Company at 136 KM, Village & PO - Shamgarh, District - Karnal, Haryana -132116 on Friday, the 28th Day of September, 2018 at 11:30 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2018 together with Report of the Board & the Auditors Report thereon.
2. To appoint a director in place of Mr. Dhruv Sharma (DIN-07844050), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Mr. Ravindra Kumar Agarwal as an Independent Director :**

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr.Ravindra Kumar Agarwal (DIN-02171916) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11/04/2018 and who hold office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 who is eligible for the appointment and in respect of whom the company has received a notice in writing under section 160(1) of the Companies Act,2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company .

FURTHER RESOLVED THAT pursuant to provisions of 149,152 and all other applicable provisions, if any, of the Act read with Schedule IV of the Act and Companies(Appointment and Qualification of Directors) Rules,2014,as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ,Mr.Ravindra Kumar Agarwal (DIN-02171916) who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years with effect from 11/04/2018 to 10/04/2023.

RESOLVED FURTHER THAT either Mr. Mehinder Sharma (DIN-00036252) managing Directors or Mr.S.R.Sahore (DIN-00036146),Director of the Company be and is hereby authorized to do all such acts, deeds and things as may considered necessary, proper or expedient to give effect to the above resolution."

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. In order to be effective the instrument appointing the proxy, duly completed and signed must be deposited at the Registered Office of the Company not less than 48 hours before the time of commencement of the Annual General Meeting.**

As per Section 105 of the Companies Act,2013 read with Rule 19 of the Companies (Management and Administration) Rules 2014,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 Form is annexed to this Annual Report.

Corporate Members and other incorporated bodies members inter alia Trust,HUF,etc intending to send their representative to attend the meeting are requested to along with them , a certified true copy of Board resolution /authority letter/Power of Attorney as the case may be, authorizing to such person to attend and vote on its behalf at the meeting.

2. The Register of Members & Share Transfer Books of the company will remain closed from 22nd day of September, 2018 to 28th day of September, 2018 (both days inclusive) for the purpose of holding of ensuing Annual General Meeting.
3. Members are requested to:
 - (a) intimate Company's Registrar & Share Transfer Agent (RTA) "Mas Services Limited" T-34,2nd Floor, Okhala Industrial Area, Phase-II, New Delhi-110020 or their Depository Participant ("DPs") for change, if any in their registered address at an early date and quote their Registered Folio Number and/or DP Identity and Client Identity Number in their correspondence.
 - (b) bring their copies of Annual Report at the meeting. Copies of Annual Report will not be distributed at the venue of AGM.
 - (c) update their mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s) and contact R&TA of the company for any kind of their updation in their contact details and quote their registered folio Number/or DP in their correspondence Further to support the "GREEN INITIATIVES" the members who have not registered their email IDs are requested to register the same with the Company/RTA in case shares held in physical form and with the Depositories in case of shares held in dematerialized form for receiving all communication including Annual Report, Notices etc.from the Company.
4. Proxies should bring the Attendance Slip duly filled in for attending the meeting and deposit the same at the entrance gate of the meeting and affix their signature at the space provided in the Attendance Sheet and Proxy Form.
5. In case of Joint holders attending the meeting, the member whose name appears as the first holder in order of the names as per the Register of Member of the Company will be entitled to vote.
6. Every Members who hold shares in dematerialized form and want to provide /change/correct the bank account detail should send immediately to concerned Depository Participant and not to the Company and Company will not entertain any direct request from such members for change of address, transposition of names, deletion of names of deceased joint holders and change in Bank account details.
7. The members holding shares in physical form are requested to submit their KYC) that name address and their bank Details and PAN details to the Company/Registrar and Share Transfer Agent (MAS Services Limited).
8. **In terms of SEBI Gazette notification SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018, listed securities in physical form will not be transferred (except in case of Transmission and transposition of Securities) with effect from 5th December, 2018. This information is also posted on the website of the company on home page under head "BSE".**

Hence in your interest .it is advised to get their physical shares converted into Demat Form at earliest
9. Non- resident Indian shareholders are requested to please inform about the following to the company or its Registrar and share transfer Agent or the Concerned Depository Participant ,As The case may be ,immediately of:-
 - a. The change in residential status on return to India for permanent settlement.
 - b. The particulars of NRE accounts with a Bank in India, if not furnished earlier.
10. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them .Members holding shares in single name and who have not yet registered their nomination, are requested to register the same by submitting Form No.SH-13.If a member desires to cancel their earlier nomination and record fresh nomination, he/she may submit the same in Form No.Sh-14.Members holding shares in physical are requested to submit the Forms to the Company /Registrar and Share Transfer Agent of the Company. Members holding shares in Electronic Form must submit the forms to their

respective Depository Participants for availing this facility. (Specimen of FormNo.Sh-13 &Form No.Sh-14 are attached in this Annual Report at the end of notice)

11. Members holding shares in Physical Form are requested to consider converting their physical shares and for ease in Portfolio Management.
12. As per Regulation 36(3) of SEBI (Listing Obligations & Disclosures) Regulations, 2015 and Secretarial Standard -2 issued by Institute of Company Secretaries of India, the particulars of directors seeking appointment /re-appointment at the ensuing Annual General Meeting are annexed herewith the Notice.
13. The Ministry of Corporate Affairs vide notification dated May 7, 2018 has done away with the requirement of seeking ratification of appointment of Auditors by members of the Company at their every AGM. Accordingly no resolution is being proposed by the Board of Directors for ratification of Statutory Auditors M/s.R.C Sharma & Associates Chartered Accountants, New Delhi (Firm Regn. No.02178N) which was appointed by members of the Company in 23rd AGM held on 28th September, 2017 who shall hold office for a period of 5 years until y the conclusion of 28th AGM.
14. Physical Copies of the Annual Report for the year 2017-18 along with notice of AGM inter alia indicating the process and manner of e-voting along with 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 whose email IDs are registered with the Company/Depository Participants(s) for communication purpose.
15. Members may also note that the Notice of the 24th Annual General Meeting and Annual Report for the year 2017-18 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.
16. A member desirous of getting any information on the accounts or operations of the company is required to forward his/her queries to the company atleast seven days prior to this meeting so that the required information can be made available at the meeting.
17. The Company has provided a facility to members to exercise their right to vote by electronic means (remote e-voting) from a place other than venue of AGM. The details of e-voting given herein below:
18. **VOTING THROUGH ELECTRONIC MEANS (i.e.remote e-voting):**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule, 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is please to provide for its member facility to exercise their votes on resolutions proposed to be transected at the 24th Annual General Meeting (AGM) by electronic means and the may be transected through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through Ballot Paper shall be made available at the AGM and the members attending the meeting who have not cast their votes by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper.
 - III. The remote e-voting period commencing on Tuesday, 25th September, 2018 at 09.00 A.M.(IST) and ends on Thursday, 27th September, 2018 at 05.00 P.M.(IST). During this period member of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. 21st September, 2018, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting

thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change subsequently. Members are requested to read the instructions for e-voting carefully before casting their vote.

IV. The procedure and manner of remote e-voting for easy reference:

STEP NO.1 Log in to NSDL e-voting system at <https://www.evotig.nsdl.com/>

STEP NO.2 Cast your vote electronically on NSDL E-Voting system

Details of Step NO.1 are mentioned here in below:

How to log in to NSDL e-voting website?

1. Visit the e-voting website of NSDL .Open web browser by typing the following URL <https://www.evotig.nsdl.com/> either on a personal computer or on a mobile.
2. Once the home page of e-voting is launched, click on the icon "Login "which is available under 'Shareholders' section.
3. A new screen will open .you will have to enter your User ID, your password and a verification code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can login at <https://www.eservices.nsdl.com/> with your existing IDEAS login .Once you login to NSDL eServices after using your login credentials ,click on e-voting and proceeds to step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

| Manner of holding of shares i.e. Demat(NSDL or CDSL or physical) | Your User ID is |
|--|---|
| a). For members who hold shares in demat form with NSDL | 8 Character DP ID Followed By 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12***** |
| b). For members who hold shares in demat form with CDSL | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** the your user ID is 12***** |
| c) For members who hold shares in physical form | EVEN number followed by registered folio Number of company For example if your folio number 000*** and EVEN is 101456 the your user ID is 101456000*** |

* user ID and Password are provided in the Attendance Slip.

5. Your password details are given below:

- a) If you are already registered for e-voting, then you can cast your existing password to login and cast your vote.
- b) If you are using NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the "initial password" and the system will force you to change your password.

- c) How to retrieve your 'initial password'?
- If your email ID is registered with your Demat account or with the company, your 'initial password' is communicated to you on your mail ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. pdf file. Open the pdf file. The password to open your pdf file is your 8 digit client ID for NSDL account, Last 8 digits of client ID for CDSL account or folio Number for shares held in physical form. The pdf file contain you're your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is given on the attendance slip with this Annual Report.
6. If you are unable to retrieve or have not received the 'initial password' or have forgotten your password:
- Click on "forgot User Details/Password?" (if you are holding shares in Demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
 - Physical User Reset Password? (if you are holding shares in Physical Mode) option available on www.evoting.nsdl.com
 - If you are still unable to get the password by the aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and you're your registered address.
7. After entering your password, tick on agree to "Terms and Conditions" by selecting on the check box
8. Now, You will have to click on "Login" button.
9. After Click on "Login" button, home page of e-voting will open.
- Details on Step 2 are given below:**
- After Successful login at Step 1, you will be able to see the Home page of e-voting. Click on e-voting then click on Active Voting Cycles.
 - After Click on e-voting then click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose e- Voting Cycles is in active status.
 - Select "**EVEN**" of "**ANS INDUSTRIES LIMITED**".
 - Now you are ready for remote e-voting as Cast Vote page opens.
 - Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - Upon confirmation, the message "Vote cast successfully" will be displayed.
 - Once you have voted on the resolution, you will not be allowed to modify your vote.
- General Instructions to Shareholders:**
- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csrajivkr@gmail.com with a copy marked to evoting@nsdl.co.in.
 - In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - 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 of **21st September, 2018**.

- d. Any person, who acquires shares and becomes member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. **21th September, 2018**, will be provided the notice through by post after the cut-off date. Such members may also obtain the login ID and password by sending a request at **evoting@nsdl.co.in** or **info@masserv.com**. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on **www.evoting.nsdl.com** or contact NSDL at the following toll free no.1800-222-990.
- e. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- f. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- g. Mr. Rajiv Kumar Mishra, Prop. of Rajiv Mishra & Associates, Company Secretaries (Membership No. 39045, CP No.14636) has been appointed as the Scrutinizer to scrutinize the physical voting by Ballot Paper at the venue of AGM and remote e-voting process in a fair and transparent manner.
- h. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- i. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- j. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company and NSDL after the declaration of result by the Chairman or a person authorized by him in writing and communicated to the Stock Exchanges, where the shares of the Company are listed.

**By order of the Board of Directors
ANS Industries Limited**

**Date: 13th August, 2018
Place: New Delhi**

**Sd/-
(Manoj Mishra)
Company Secretary
Membership No.-A18801**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.1

Mr.Ravindra Kumar Agarwal (DIN-02171916) who was appointed by Board as Additional Director of the company with effect from 11th Day of April,2018 who will hold office up to the date of forthcoming Annual General Meeting of the company.

The company has received a notice in writing from a member under Section 161(1) of the Companies Act, 2013, signifying his intension to propose Mr.Ravindra Kumar Agarwal (DIN-02171916) as a candidate for office of Director and whose period of office shall be liable to retire by rotation in the Annual General Meeting.

Mr.Ravindra Kumar Agarwal (DIN-02171916) is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and also given his consent to act as Directors

The Board of Directors recommends the Resolution for your proposal.

None of Directors or Key Managerial Personnel of the Company except Mr.Mehinder Sharma is considered to be interested or concerned in the above resolution.

By order of the Board of Directors
ANS Industries Limited

Date: 13th August, 2018
Place: New Delhi

Sd/-
(Manoj Mishra)
Company Secretary
Membership No.-A18801

ANS INDUSTRIES LIMITED



INFORMATION OF DIRECTORS SEEKING RE-APPOINTMENT IN THE ENSUING AGM (Pursuant to regulation 36(3) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015)

The Brief Resume of Mr. Dhruv Sharma, who retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for re-appointment, are as follows:-

| | |
|---|------------------------------|
| Name of Director | Mr. Dhruv Sharma |
| DIN | 07844050 |
| Date of Birth (Age) | 27/11/1995 (23 years) |
| Date of Appointment | 22-07-2018 |
| Experience and Expertise | Management consultant |
| Qualification | BBA |
| No. of shares held in the Company | NIL |
| Directorship held in other Companies as on 31-03-2018 | NIL |
| Membership in Committee in other public Ltd entities as on 31.03.2018 | NIL |
| No. of Board Meeting attended during the year | 4 |
| Nature of appointment | Liable to retire by rotation |
| Remuneration payable | NIL |
| Disclosure of Relationship between Directors inter-se | Son of Mr. Mehinder Sharma |

The Brief Resume of Mr. Ravindra Kumar Agarwal, are as follows:-

| | |
|---|----------------------------|
| Name of Director | Mr. Ravindra Kumar Agarwal |
| DIN | 02171916 |
| Date of Birth (Age) | 12/03/1955 (63 years) |
| Date of Appointment | 11-04-2018 |
| Experience and Expertise | Legal |
| Qualification | LL.B |
| No. of shares held in the Company | 22400 |
| Directorship held in other Companies as on 31-03-2018 | NIL |
| Membership in Committee in other public Ltd entities as on 31.03.2018 | NIL |
| No. of Board Meeting attended during the year | NA |
| Nature of appointment | Independent Director |
| Remuneration payable | NIL |
| Disclosure of Relationship between Directors inter-se | NA |

By order of the Board of Directors
ANS Industries Limited

Date: 13th August, 2018
Place: New Delhi

Sd/-
(Manoj Mishra)
Company Secretary
Membership No.-A18801