

CORPORATE INFORMATION

Board of Directors

Shri K.V.Vishnu Raju	-	Chairman
Shri R.Ravichandran	-	Whole time Director
Shri P.V.R.L.Narasimha Raju	-	Director
Shri S.Ram Kumar	-	Director
Shri K.Hari Babu	-	Director
Smt.K.Anuradha	-	Director
Shri K.Aditya Vissam	-	Director

32nd Annual General Meeting

Date : 29th September 2016

Time : 10.30 AM

Venue : Administrative Building, Dr. B.V. Raju Foundation, Vishnupur, Bhimavaram, W.G.District - 534202

CIN

L65910AP1983PLC004005

Registered Office

Vishnupur, Garagaparru Road,
Bhimavaram – 534 202
West Godavari District,
Andhra Pradesh

Corporate Office

'Anjani Vishnu Centre'
Plot No 7 & 8, Nagarjuna Hills,
Panjagutta, Hyderabad-500 082

Auditors

M.Bhaskara Rao & Co.,
5-4, 5th Floor, "Kautilya"
6-3-652, Somajiguda
Hyderabad – 500 482.

Secretarial Auditors

D. Hanumanta Raju & Co.
Company Secretaries,
B-13,F-1, P.S.Nagar,
Vijayanagar Colony,
Hyderabad - 500 057

Bankers

Indian Bank
Indian Overseas Bank
Punjab National Bank

Share Registrars and Transfer Agents

M/s. Karvy Computershare Private Limited
Karvy Selenium Tower No.B, Plot No.31-32,Gachibowli,
Financial District Nanakramguda Hyderabad : 500 032
040-67162222, 33211000

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NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the Members of the Company will be held on Thursday, the 29th September 2016 at 10.30 A.M at Administrative Building, Dr.B.V.Raju Foundation, Vishnupur, Bhhimavaram, W.G.District- 534202 to transact the following items of business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2016, the Profit & Loss Account and Cash Flow Statement for the year ended on that date together with the Schedules and Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To ratify appointment of statutory Auditors and 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 all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of 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 be and is hereby accorded to ratify the appointment of M/s. M. Bhaskara Rao & Co., Chartered Accountants, Hyderabad (Firm Registration No. 00459S) as the auditors of the company to hold office from the conclusion of 32nd Annual General Meeting (AGM) till the conclusion of 33rd Annual General Meeting of the company at such remuneration as may be fixed by the Board of directors based on the recommendations made by audit committee.”

SPECIAL BUSINESS:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution for regularisation of appointment of Mr. P.Ranganath Additional Director in an Independent capacity.
“RESOLVED THAT Mr. P.Ranganath who was appointed as an Additional Director in an independent capacity with effect from 25th May, 2016 on the Board of the company in terms of Section 149, 152 and other applicable provisions and rules made thereunder, including any amendment, modification, variation or re-enactment thereof read with Schedule IV of the act for the time being in force, Mr. P.Ranganath (DIN: 02042457), Director of the company in respect of whom the company has received a notice in writing, be and is hereby appointed as an Independent Director of the company to hold office as such for a period of 5 (five) consecutive years with effect from the date of meeting and that he is not liable to retire by rotation”.
2. To consider and if thought to be fit pass the under mentioned resolution as ordinary resolution
“RESOLVED THAT pursuant to provision of Section 197, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification or re-enactment thereof for the time being in force) and subject to the enabling provisions of the Articles of Association of the Company, consent of the members be and is hereby accorded to re-appoint, Mr. Rajagopal Ravichandran, Whole Time Director for a period of 3 years at remuneration to the extent of Rs. 15,00,000 /- per annum including basic, perquisites, commissions and other benefits from 1st November, 2015 to 31st October 2018 as approved by the board of directors in their meeting held on 14th November, 2015.”
“RESOLVED FURTHER THAT pursuant to the provisions of Companies Act, 2013 and subject to such approvals as may be necessary the above remuneration be paid as the minimum remuneration to Mr. Rajagopal Ravichandran during the tenure of his office as Whole Time Director of the Company even in the absence of or inadequacy of profits in any year.”

For and on Behalf of the Board

Place: Hyderabad
Date: 26.08.2016

K.V.Vishnu Raju
Chairman

NOTES:

- 1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy or proxies to attend and vote instead of himself / herself and such a proxy need not be a member of the company.**

The instrument of a proxy, to be effective, should be deposited at the registered office of the company not later than 48 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 10% of the total share capital of the company. A member holding more than 10% 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.** Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the company a certified copy of Board Resolution authorising their representative who attend and vote on their behalf at the meeting.
- 3.** In case of joint holders attending the meeting, only such joint holders who is higher in the order of names will be entitled to vote.
- 4.** Members holding shares in electronic form are requested to intimate immediately any change 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 registrars of the company, Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032.
- 5.** Members/Proxies are requested to bring attendance slip filled in for attending the meeting.
- 6.** The company has notified that the register of members and share transfer books of the company will remain closed from September 23, 2016 to September 29, 2016 (both days inclusive).
- 7.** Members who holds shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who holds shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in Dematerialised form may contact their respective Depository Participant(s) for recording nomination in respect of their shares.
- 8.** Members desiring any information as regard accounts are requested to write to the company on or before September 29, 2016, to the attention of the Compliance Officer so as to enable the company to keep the information ready.
- 9.** The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with their maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the company/Karvy.
- 10.** Members who holds shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send share certificates to Karvy, for consolidation into a single folio.
- 11.** Electronic copy of annual report is being sent to all the members whose email Ids are registered with the company/Depositories 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 is being sent in the permitted mode.
- 12.** To promote green initiative, Members are requested to register their e-mail addresses through their Depository Participants for receiving all communications including Annual Report, Notices, Circulars, etc. From the company electronically. Members holding the shares in physical forms may register their e-mail addresses through the Registrar & Transfer Agent, giving reference of their Folio Number.

- 13.** Non- Resident Indian members are requested to inform Karvy about change in their residential status on return to India for permanent settlement.

14. Voting through electronic means

Pursuant to the provision of Section 108 and other applicable provision, if any, of the companies Act, 2013 read with Rule 20 of the companies (Management and Administration) Rules, 2014 as amended and Clause 44(3) of the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Members are provided with the facility to cast their Votes on resolution through e-voting services provided by Karvy Computershare Private Limited

The e- voting period commence on Monday, September 26, 2016 (9.00 a.m. IST) and ends on Wednesday, September 28, 2016 (5.00 p.m. IST). During this period, **Members of the company, holding shares either in physical form or in dematerialized form, as on September 22, 2016, may cast their votes electronically.** The e-voting module shall be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.

The instructions for Electronic Voting are as under:

A. For members who receive notice of Annual General Meeting through e-mail:

- i. Open the internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the Login credentials (i.e User ID and password). In case of physical folio, User ID will be **EVENT number** followed by folio number. In case of demat account, User ID will be your DP ID and client ID. However if you are already registered with Karvy for e-voting you can use your existing user ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
- iii. After entering these details appropriately, click on "LOGIN".
- iv. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one uppercase (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be 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 Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- v. You need to login again with the new credentials.
- vi. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose "ABSTAIN". If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on specific item it will be treated as abstained.
- x. After entering these details appropriately, click on "SUBMIT" tab.
- xi. A Confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During voting period, Members can login any number of times till they have voted on resolution(s).
- xii. Corporate/Institutional Members (corporate /Fls/Flls/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no.

B. For members who receive the notice of AGM in physical form:

- i. Members holding shares either in demat or physical mode who are in receipt of notice in physical form, may cast their votes using the ballot form enclosed to this notice. Please refer instruction given in the said form for details.
- ii. Members may alternatively opt for E-Voting Event Number (EVEN), User ID and password is enclosed. Please follow steps from Sl.No(i) to (xii) under the heading A of Note no.14 above to vote through e-voting platform.

15. Voting Facility at AGM:

- i. In addition to the remote e-voting facility as described above, the company shall make a voting facility available at the venue of the Meeting, through ballot form and members attending the meeting who have not already cast their votes by remote e-voting or ballot form as mentioned above shall be able to exercise their right at the meeting.
- ii. Members who have cast their votes by remote e-voting or ballot form prior to the meeting may attend the meeting, but shall not be entitled to cast their vote again

General Instructions regarding voting:

- 16.** Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
- 17.** Any person who becomes a member of the company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. September 22, 2016, may obtain the User ID and password in the manner as mentioned below :
- a) If e-mail address or mobile number of the member is registered against folio number/DP ID Client ID, then on home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter folio number folio number or DP ID Client ID and PAN to generate a password.
 - b) Member may call karvy's toll free number 1-800-3454-001.
 - c) Member may send an e-mail request to pooja.rk@freshchoice.in.

If the member is already registered with karvy e-voting platform then he can use his existing user ID and password for casting the vote through remote e-voting

- 18.** The voting rights of members shall be in proportion to their shares of paid up equity share capital of the company as on September 22, 2016. A person, whose name is recorded in the register of members or in 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 or voting the meeting through ballot paper.
- 19.** The Company has appointed M/s D. Hanumanta Raju & Co., Practising Company Secretaries, Hyderabad to act as the Scrutinizer to the e-voting process, and voting at the venue of Annual General Meeting in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
- 20.** The scrutinizer shall, immediately after the conclusion of voting at the General meeting, first count the votes cast at the meeting, thereafter unblock the votes through e-voting in presence of at least two witnesses, not in employment of the company and make, not later than two days from the conclusion of meeting, the consolidated scrutinizer report of the total votes cast in favour or against, if any, and submit the same to the chairman of the company, who shall countersign the same.
- 21.** The scrutinizer shall submit his report to the chairman, who shall declare the results of the voting. The results declared along with the scrutinizers report shall be placed on the company's website. And on website of karvy and shall also be communicated to the stock exchanges.
- 22.** Subject to receipt of requisite number of votes, resolutions shall be deemed to be passed on the date of meeting i.e. September 29, 2016.
- 23.** In case a member is desirous of obtaining duplicate ballot form, such member may send an email to evoting@karvy.com by mentioning their folio/ DP ID and Client ID number.

**EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)**

Item No. 3: Appointment of Independent Director

Mr. P.Ranganath (DIN: 02042457) was appointed as an Additional Director of the company with effect from 25.05.2016 by the Board of Directors. In terms of Section 161(1) of the Companies Act, 2013, Mr. P.Ranganath who holds office up to the date of AGM is eligible for (regularization) as an Independent Director. Mr. P.Ranganath has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. Mr. P.Ranganath is a practicing chartered accountant and he has vast experience in the field of finance, taxation and corporate laws. The Board recommends the passing of Ordinary Resolution for appointment of Mr. P.Ranganath as an independent director who is not liable to retire by rotation for a period of five years from the date of the ensuing AGM.

Item No.4: Re-appointment of Mr. Rajagopal Ravichandran

Keeping in View the contributions made by Mr. Rajagopal Ravichandran and his rich experience in the field, the Board at its meeting held on 14th November, 2015 has approved the re-appointment of Mr. Rajagopal Ravichandran, Whole-time Director of the company for the period of 3 years effective from 01st November 2015 to 31st October, 2018 at a remuneration of Rs. 15,00,000 per annum including basic, perquisites, commissions and other benefits.

Considering the varied and rich experience, the Board is of the view that, under his supervision the company shall prosper in its business and as such the Board recommends passing of the resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives who are concerned or interested, financial or otherwise in the Resolution set out at Item Number 4 except for Mr. Rajagopal Ravichandran.

For and on Behalf of the Board

Place: Hyderabad
Date: 26.08.2016

K.V.Vishnu Raju
Chairman

DIRECTORS' REPORT

To
The Members,
ANJANI FOODS LIMITED

Your Directors hereby presents the 32nd Annual Report of your Company together with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended, 31st March, 2016. The summarized financial results for the year ended 31st March, 2016 are as under:

FINANCIAL RESULTS

Amount in Lakhs

Particulars	Consolidated		Standalone	
	Year ended		Year ended	
	31-03-2016	31-03-2015	31-03-2016	31-03-2015
Total income	1577.54	1740.42	19.80	30.56
Operating profit before interest, depreciation and tax	70.83	106.76	(33.07)	(15.38)
Interest and financial charges	43.93	54.44	0.01	0.12
Depreciation	56.36	65.19	0.72	0.72
Profit before taxation	(29.46)	(12.87)	(33.80)	(16.22)
Provisions for taxation	7.43	19.55	0.03	0.85
Profit / (Loss) after taxation	(36.89)	(32.42)	(33.77)	(17.07)
Transfer to General Reserves	-	-	-	-
Provision for dividend	-	-	-	-
Provision for dividend tax	-	-	-	-
Balance carried to Balance Sheet	(36.89)	(32.42)	(33.77)	(17.07)

REVIEW OF OPERATIONS:

During the period the consolidated total income of the Company decreased to Rs. 1577.54 Lakhs as compared to Rs. 1740.42 Lakhs of the previous year. The consolidated net loss before tax for the period is Rs. 29.46 Lakhs as compared to Rs. 12.87 of the previous year.

DIRECTORS' RESPONSIBILITY STATEMENT

The Board of Directors confirm that in the preparation of Profit & Loss Account for the year end and Balance Sheet as at that date ("Financial Statements") that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 and of the profit and loss of the company for that period;
- (c) 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;

- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

DISCLOSURES UNDER SECTION 134 OF THE COMPANIES ACT, 2013**1. State of affairs of the company:**

The Company deals in the business of Food and Beverages segment. During the year, the Company's consolidated Income have been declined which is reflected in the financial results of the Company for the year. The company is in the process of expanding its business and strengthening its retail presence by increasing the outlets.

2. Amounts, if any, they proposed to carry to any reserves:

In view of the loss, your Board of Directors does not appropriate any amount to be transferred to General Reserves during the year under review.

3. Dividend:

In view of the loss, the Directors have not recommended any dividend for the year.

4. Deposits:

Your company has not accepted any public deposits as such; no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet.

5. Number of meetings of the Board:

Five meetings of the board were held during the year as per the details given below:

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended	% of Attendance
1.	29.05.2015	7	7	100
2.	12.08.2015	7	7	100
3.	26.08.2015	7	7	100
4.	14.11.2015	7	7	100
5.	13.02.2016	7	7	100
6.	31.03.2016	7	7	100

6. Board Evaluation:

The Company has devised a Policy for performance evaluation of Independent Directors, Board, Committees and other individual Directors pursuant to the provisions of the Act

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

In a separate meeting of Independent Directors, performance of Non- Independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into accounts the views of Executive Directors and Non-Executive Directors. The same was discussed in the board meeting that followed the meeting of the Independent Directors, at which the performance of Board, its committee and individual directors was also discussed.

7. Policy on Directors' appointment and remuneration and others details:

The company's policy on directors appointment and remuneration and other matters provided in section 178 of the Companies Act, are as under:

- To provide the criteria for determining qualifications, positive attributes and independence of a director.
- To formulate remuneration principles for the directors, key managerial personnel and other senior employees of the company.
- To enable the company to attract, retain and motivate employees to achieve the objectives laid down by the company.

8. Directors:

During the period under review the board has reappointed Mr. Rajagopal Ravichandran, Whole-Time-Director for the period of 3 years with effect from 01st November, 2015 and the board also appointed Mr. P. Ranganathan as an additional director in an independent director capacity subject to the approval of members at the ensuing AGM.

9. Internal Financial Control Systems and their Adequacy:

The details in respect of internal financial control and their adequacy are included in the Management Discussion & Analysis and which forms a part of this report.

10. Audit Committee:

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 The Audit Committee as on 31 March 2016, comprised following three (3) Non-Executive Directors:

S No.	Name	Positions held in the committee	Number of Meetings held	Number of mee\tings attended
1	S. Ram Kumar	Chairman	4	4
2	P.V.R.L. Narasimha Raju	Member	4	4
3	K.V. Vishnu Raju	Member	4	4

The role of the Audit Committee flows directly from the Board of Director's overview function, which holds the Management accountable to the Board and the Board accountable to the stakeholders. The term of reference of the Audit Committee broadly includes:-

- i) acting as a catalyst, in helping the organization achieve its objectives
- ii) The Audit Committee's primary role is to review the Company's financial statements, internal financial reporting process, internal financial controls, the audit process, adequacy, reliability and effectiveness of the internal control systems and risk management process, vigil mechanism, related party transactions, monitoring process for compliance with laws and regulations and the code of conduct.
- iii) The Audit Committee also reviews Management letters and the responses thereto by the Management. During the year under review.