

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
Shri P.Ranganath	- Director
Shri B.Rajasekhar	- CFO
Ms. R.K.Pooja	- Company Secretary

33rd Annual General Meeting

Date : 28th December 2017,

Time : 10.30 A.M.

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

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

CONTENTS

Notice	
Directors' Report	
Management Discussions & Analysis Report	
Independent Auditors' Report	
Standalone Balance Sheet	
Standalone Profit and Loss Account	
Standalone Cash Flow Statement	
Notes on Standalone Accounts	
Independent Auditors' Report on Consolidated Financial Statements	
Consolidated Balance Sheet	
Consolidated Profit and Loss Account	
Consolidated Cash Flow Statement	
Notes on Consolidated Financial Statements	

NOTICE

Notice is hereby be given that the 33rd Annual General Meeting of the Members of the Company will be held on Thursday, the 28th December, 2017 at 10.30 A.M at Administrative Building, Dr.B.V.Raju Foundation, Vishnupur, Bhimavaram, 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, 2017, 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 appoint a Director in place of Smt. K.V.R.Anuradha who retires by rotation and being eligible, offers herself for reappointment as Director.
3. To appoint statutory Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 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) and pursuant to the recommendations of the Audit Committee, M/s. M. Anandam & Co., Chartered Accountants, Hyderabad (Firm Registration No. 000125S) be appointed as the statutory auditors of the company, in place of retiring auditors, M/s. M.Bhaskara Rao & Co. Chartered Accountants, Hyderabad (Firm Registration No. 000459S) to hold office from the conclusion of 33rd Annual General Meeting (AGM) till the conclusion of 37th Annual General Meeting (AGM), subject to ratification by the members every year, as applicable, at such remuneration as may be fixed by the Board of directors based on the recommendations made by audit committee."

For and on Behalf of the Board

K.V.Vishnu Raju
Chairman

Place: Hyderabad
Date : 30.11.2017

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 December 23, 2017 to December 28, 2017 (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 December 27, 2017, 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, December 25, 2017 (9.00 a.m. IST) and ends on Wednesday, December 27, 2017 (5.00 p.m. IST). During this period, **Members of the company, holding shares either in physical form or in dematerialized form, as on December 20, 2017, 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. December 20, 2017, 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 December 20, 2017. 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 entitle 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 un block 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. December 28, 2017.
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.

DIRECTORS' REPORT

To
The Members,
ANJANI FOODS LIMITED,

Your Directors hereby presents the 33rd 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, 2017. The summarized financial results for the year ended 31st March, 2017 are as under:

Financial results

Amount in Lakhs

Particulars	Consolidated		Standalone	
	Year ended		Year ended	
	31-03-2017	31-03-2016	31-03-2017	31-03-2016
Total income	2,317.94	1577.54	16.09	19.80
Operating profit before interest, depreciation and tax	20.34	70.83	(54.02)	(33.07)
Interest and financial charges	41.99	43.93	0.03	0.01
Depreciation	56.78	56.36	0.55	0.72
Profit before taxation	(78.43)	(29.46)	(54.60)	(33.80)
Provisions for taxation	17.37	7.43	17.20	(0.03)
Profit / (Loss) after taxation	(95.81)	(36.89)	(71.80)	(33.77)
Transfer to General Reserves	-	-	-	-
Provision for dividend	-	-	-	-
Provision for dividend tax	-	-	-	-
Balance carried to Balance Sheet	38.07	127.39	(71.80)	(33.77)

REVIEW OF OPERATIONS:

During the period, the consolidated total income of the Company increased to Rs. 2,317.94 lakhs as compared to Rs. 1,577.54 lakhs of the previous year. The consolidated net loss before tax for the period is Rs. 78.43 lakhs as compared to Rs. 29.46 lakhs 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:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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 has increased which is reflected in the financial results of the Company. 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:

Six 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.	25.05.2016	7	7	100
2.	18.07.2016	8	8	100
3.	12.08.2016	8	8	100
4.	26.08.2016	8	8	100
5.	14.11.2016	8	8	100
6.	10.02.2017	8	8	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 director's 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:

There has been no change in the directorship of the company during the year under review.

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 2017, comprised following three (3) Non-Executive Directors:

S.No.	Name	Positions held in the committee	Number of Meetings held	Number of meetings 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:-

- acting as a catalyst, in helping the organization achieve its objectives
- 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.
- The Audit Committee also reviews Management letters and the responses thereto by the Management. During the year under review.
- The Audit Committee held four (4) Meetings, the dates of the meetings being 25 May 2016, 12 August 2016, 14 November 2016 and 10 February, 2017.

The Chief Financial Officer, Internal Auditors, Statutory Auditors and other Executives as considered appropriate, also attended the Audit Committee Meetings. Internal Audit and Control: M/s. V.R.K.S.S.Prasad & Associates, Chartered Accountants, are the Internal Auditors of the Company and their internal audit plan and remuneration are approved by the Audit Committee. The reports and findings of the Internal Auditor and the internal control system are periodically reviewed by the Audit Committee.

11. Nomination and Remuneration Committee:

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 The Audit Committee as on 31 March 2017, comprised following three (3) Non-Executive Directors and the Nomination and Remuneration Committee meeting held on 25th May, 2016

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

12. The details about the policy developed and implemented by the company on corporate social responsibility initiatives taken during the year:

The Company has not developed and implemented any Corporate Social Responsibility policy and initiatives, as the said provisions are not applicable

13. A statement on declaration given by independent directors under Sub-Section (6) of Section 149:

The provisions of Section 149(6) relating to Independent Directors has been complied with.

14. Material changes and commitments, if, any, affecting the financial position of the Company which have occurred between the end of financial year of the Company to which the financial statements relate and date of the report.

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year of the Company to which the financial statements relate and the date of the report. Further, it is hereby confirmed that there has been no change in the nature of business of the Company. However, the Board of Directors of the Company at its meeting held on 18th July, 2016 has approved the Scheme of Amalgamation and Arrangement between Anjani Foods Limited and its Subsidiary, Sai Aditya Foods and Retail Private Limited as per the applicable provisions of the Companies Act 1956 / 2013, subject to receipt of requisite approvals. The Appointed Date as per the terms of the Scheme is 01st April, 2016. The Scheme was approved by the Members of the Company at Tribunal convened meeting on 22nd July, 2017. In view of the afore-mentioned Scheme of Amalgamation, the Company had applied for an extension for holding its Annual General Meeting to the Registrar of Companies, Hyderabad, which was approved and extension of three months was provided to the Company to hold its Annual General Meeting on or before December 31, 2017. The matter was heard by Hon'ble National Company Law Tribunal, Hyderabad Bench on 27.10.2017 and Orders are reserved.

15. Risk Management:

The Board of the company regularly reviews and had adopted measures to frame, implement and monitor the risk management plan for the company. The Board is responsible for reviewing the risk management plan and ensuring its effectiveness. The audit committee has additional oversight in the area of financial risks and controls. Major risk indentified, if any, by the business functions are systematically addressed through mitigating actions on a continuing basis

16. Particulars of Loans, Guarantees or Investments Under Section 186 of the Companies Act, 2013:

- There were no loans, guarantees made by the Company under Section 186 of the Companies Act, 2013 during the year under review.
- There were no investments made in Subsidiary Company under Section 186 of the Companies Act, 2013 during the year under review.

17. Particulars of contracts or arrangements made with related parties Under Section 188 of the Companies Act, 2013:

None of the transactions with related parties fall under the scope of section 188(1) of the act. Information on transaction with related parties pursuant to section 134(3) (h) of the act read with rule 8(2) of the companies (Accounts) Rules, 2014 are given in Annexure-1 in Form AOC-2 and the same forms part of this report.