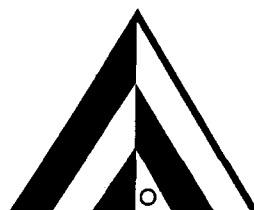


16th Annual Report 2008-2009

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Ankush Finstock Limited

ANKUSH FINSTOCK LIMITED**SIXTEENTH Annual General Meeting****DATE : 30th September, 2009****DAY : Wednesday****TIME : 11.00 A.M.****VENUE : 'Hiral House' Near Kasturbhai Block
Naroda Road,
Ahmedabad-380025.****BOARD OF DIRECTORS**

Mr. Bharat M. Shah	<i>Chairman & Managing Director</i>
Mr. Hitesh P. Shah	<i>Director</i>
Mr. Hardik M. Shukla	<i>Director</i>
Mr. Rajesh C. Trivedi	<i>Director</i>
Mr. Kamlesh H. Mehta	<i>Director</i>
Mr. Vikesh B. Makvana	<i>Director</i>
Mr. Nishant B. Vardhmani	<i>Director</i>

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COMPANY SECRETARY

Mr. Samshersingh Rana

BANKERS

AXIS BANK
SUVIKAS PEOPLE'S CO. OPERATIVE BANK LTD

AUDITORS

DJNV & CO.
Chartered Accountants
Ahmedabad

REGISTERED OFFICE

B/708, Fairdeal House, Opp. St. Xavier's Girls
Hostel, Off. C.G. Road,
Ahmedabad- 380009, GUJARAT, INDIA.
Tel.: +91 79 30182613 – 14
Fax: +91 79 26440031
e-mail: corporate@ankushfinstock.com
Website: www.ankushfinstock.com
Grievance Redressal E-mail ID:
compliance@ankushfinstock.com

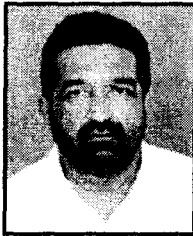
SHARE TRANSFER AGENT

PINNACLE SHARES REGISTRY PRIVATE LIMITED
Near Asoka Mills,
Naroda Road, Ahmedabad – 380025

Shareholders intending to require any information about the accounts to be explained in the Meeting are requested to inform the Company at least ten days in advance of the Annual General Meeting.



Ankush Finstock Limited



Chairman's Speech

Dear Shareowners,

It gives me immense pleasure to extend a very warm welcome to all the members of the Company at the 16th Annual General Meeting. I am very pleased and elated to note the keen level of interest in Ankush Finstock Limited.

I have great pleasure in sharing with you the highlights of another year of achievements.

The Company's total turnover is Rs.2,39,96,410/- for the year ended 31st March, 2009, as compared to turnover of Rs.2,66,07,550/- for the previous year. Earning per share (EPS) of the Company is Rs.-0.10 as at 31.03.2009, as compared to EPS of 0.03 for the previous year.

The main activity of the Company is investment and trading in Shares & Securities. We also made creditable progress in the field of infrastructure activities.

The Shareholders of the Company will be benefited in long term as Company has changed its focus from finance and investment business to infrastructure business.

I would like to express my gratitude to our Board members for their outstanding support and guidance. I am also grateful to all our shareholders, customers, suppliers, bankers and employees who have reposed their trust in us and given us their constant support.

With best wishes,
Yours faithfully,

[BHARAT M. SHAH]
Chairman & Managing Director

27th June, 2009.
Ahmedabad.

N O T I C E

NOTICE is hereby given that the **16th** Annual General Meeting of the Members of **ANKUSH FINSTOCK LIMITED** will be held at '**Hiral House**', Near **Kasturbhai Block, Naroda Road, Ahmedabad- 380025** on **Wednesday, 30th September, 2009** at **11.00 a.m.** to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt audited Balance Sheet as at 31st March, 2009, Profit & Loss Account for the year ended on that date and the Reports of the Directors' and the Auditors' thereon.
2. To appoint Director in place of **Mr. Hardik M. Shukla**, who retires by rotation and being eligible offers him-self for reappointment.
3. To appoint Director in place of **Mr. Kamlesh H. Mehta**, who retires by rotation and being eligible offers him-self for reappointment.
4. To appoint **M/S. DJNV & CO., Chartered Accountants, Ahmedabad** as Statutory Auditors of the Company, to hold office from the conclusion of this Meeting until the conclusion of next Annual General Meeting, to audit accounts of the Company and fix their remuneration.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: AHMEDABAD.

DATE: 27.06.2009

[BHARAT M. SHAH]

Chairman & Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME SCHEDULED FOR HOLDING THE MEETING.
2. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting, so as to enable the Management to keep the information ready. Replies will be provided only at the meeting.
3. Members are requested to notify the Company of any change in their address (in full) with the postal area pin code number, quoting their folio numbers.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 25.09.2009 to 30.09.2009 (both days inclusive) for the purpose of Section 154 of the Companies Act, 1956.
5. Pinnacle Shares Registry Private Limited, Near Ashoka Mills, Naroda Road, Ahmedabad-380025 are Registrars and Share Transfer Agents of the Company. The members are requested to please ensure that their shares are converted into Demat Form.
6. Additional information as required in terms of paragraph VI(A) of the Clause 49 of the Listing Agreement on Director seeking reappointment at the ensuing Annual General Meeting is as under:
 - i) Mr. Hardik M. Shukla is Non-Executive Director of the Company. He has good knowledge in the filed of accounts. He has been associated with the Company since 2005. He is Member of the Audit Committee and Remuneration Committee of the Company. Mr. Hardik M. Shukla retires by rotation and being eligible offers himself for reappointment.
 - ii) Mr. Kamlesh H. Mehta is Non-Executive Director of the Company. He has good experience of shares and stock market. He has been associated with the Company since 1996. Mr. Kamlesh H. Mehta retires by rotation and being eligible offers himself for reappointment.


Ankush Finstock Limited

DIRECTORS' REPORT

The Shareholders,
ANKUSH FINSTOCK LIMITED
 Ahmedabad.

Your Directors have great pleasure in presenting the **16th** Annual Report together with the Audited statements of Accounts of your Company for the financial year ended on **31st March 2009**.

CORPORATE RESULTS:

(Rupees in thousand)

Particulars for the year ended March 31st	2009	2008
Total Revenues	21566.75	28641.42
Total Expenditure	21911.33	28503.65
Profit/(loss) before Interest, Depreciation and Tax	(391.96)	194.30
Interest	Nil	Nil
Depreciation	47.38	56.53
Profit/ (Loss) before Tax	(344.57)	137.77
Less Provision for Taxation (Inc. FBT, Differed Tax)	262.64	44.97
Add Earlier years excess tax written back	3.67	87.85
Profit/ (loss) after Tax	(603.54)	180.65
Basic & Diluted earning per share (EPS)	(0.10)	0.03

OPERATIONS:

During the year under review, the Company's total Income was Rs.2,15,66,753/- and has incurred net loss of Rs.6,03,538/- after providing depreciation of Rs.47,382/- for the financial year ended on 31st March, 2009.

OUTLOOK FOR THE CURRENT YEAR 2009-10

Yours Directors and top management have taken all measures to improve upon the performance of the Company by increasing revenues in finance and securities market as well as infrastructure activities. The Company is also in the process of implementing various cost effective measures to improve the operating margins. The management of the Company is planning to expose infrastructure and its related activities on large scale and hopeful for better results in near future. During the year 2009-10, Company is also planning to introduce new system of work control for effective results and also initiate a special Customer Relationship Module (CRM). For this, a special Business Process Department shall be set up.

DIVIDEND:

Your Director's, regret their inability to recommend any dividend for the year in order to conserve funds for expansion & diversification of business of the Company.

FIXED DEPOSIT:

The Company has not accepted any deposit from the public pursuant to the provisions of Section 58A of the Companies Act, 1956.

DIRECTORS:

Mr. Hardik M. Shukla and Mr. Kamlesh H. Mehta, Directors of the Company who retires by rotation at the ensuing Annual General Meeting, being eligible and offers them-self for reappointment.

AUDITORS:

Auditors of the Company, **M/S. DJNV & CO., Chartered Accountants, Ahmedabad** retires at the ensuing Annual General Meeting of the Company and are eligible for reappointment. The Shareholders are requested to appoint the auditors and fix their remuneration.

AUDITORS' REPORT:

The observations made by the Auditors' in their Auditors' report and the notes appearing in the accounts with regard to it are self-explanatory and do not requires further clarification by the Board.

ADDITIONAL DISCLOSURES:

In line with the requirements of the Listing Agreement with the Stock Exchanges and Accounting Standard of the Institute of Chartered Accountants of India, your Company has made additional disclosures in the notes on accounts for the year under review in respect of Related Party Transactions, Deferred Tax Liability, etc.

CORPORATE GOVERNANCE REPORT:

Your Company perceives Corporate Governance as an endeavor for transparency and a wholehearted approach towards continuous enhancement of shareholders' value. Your Company has been complying with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement. Further, the Board of Directors of your Company constituted a Committee known as Corporate Governance Committee, which recommends the best practices in the Corporate Governance.

A separate report on Corporate Governance along with Auditors' Certificate on compliance with the Corporate Governance norms and stipulated in Clause 49 of the Listing Agreement, forming part of this report is annexed herewith.

PARTICULARS OF EMPLOYEES:

The statement showing particulars of employees under section 217(2A) of the Companies Act, 1956, read with the companies (Particulars of Employees) Rules, 1975, as amended, is not required to be given as there were no employees coming within the purview of this section.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The details of conservation of energy, technology absorption etc. as required to be given under Section 217(1)(e) of the Companies Act 1956, are not applicable to our Company, as our Company is not engaged in the manufacturing activities. The foreign exchange earning on account of the operation of the Company during the year was Rs.Nil.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 217(2AA) of the Companies Act, 1956, the Directors of your Company confirm that:

- i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were 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 or loss of the Company for that period;
- iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- iv) the Directors have prepared the accounts on a "going concern basis".

ACKNOWLEDGEMENT:

Your Directors acknowledge their unmatched valuable contribution and appreciate the co-operation received from the bankers, customers and financial institutions for their continued assistance and support extended to the Company.

Your Directors also express their appreciation to all the employees of the Company for their sustained contribution throughout the period.

Yours Directors wish to thank the shareholders for their continued support, encouragement and the confidence reposed in the Management.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

PLACE: AHMEDABAD.

DATE: 27.06.2009

[BHARAT M. SHAH]

Chairman & Managing Director



REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED ON 31ST MARCH, 2009

1. THE CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance at AFL is predicated by the need to "enhance shareholder value, keeping in view the interests of other stakeholders". This definition places emphasis on the need to strike a balance at all times between the need to enhance shareholders' wealth whilst not being detrimental to other stakeholders' interests. The imperative for Corporate Governance lies not merely in drafting a code of Corporate Governance, but in practicing it to achieve desired results.

Actual management of the Company vests with a team of senior executives, led by the Managing Director. They are vested with operational and financial powers through a well-structured process of delegation. The management team functions within the framework laid out by the Board and are accountable to the Board through the Managing Director for all their actions.

The Code therefore endeavours to address the following deliverables:

- o Ensure that the quantity, quality and frequency of financial and managerial information, which management shares with the Board, fully places the Board members in control of the Company's affairs;
- o Ensure that the decision making process is transparent and documentary evidence traceable through the minutes of the meetings of the Board/ Committee/ Executive Committees thereof;
- o Ensure that executive action at the operating level is exercised within a framework of checks and balances but without debilitating the creative processes that need to be encouraged in the organization;
- o Ensure the fullest commitment of the management and the Board to world class operating practices;
- o Ensure that the Board exercises its fiduciary responsibilities towards Shareowners and Creditors, there by ensuring high accountability;
- o Ensure that the extent to which the information is disclosed to present and potential investors is maximized;

It is evident that real onus of achieving the desired level of Corporate Governance, lies in the proactive initiatives taken to achieve desired results and not in the external measures like breadth and depth of a code or stringency of enforcement of norms.

2. BOARD OF DIRECTORS

The Board of AFL provides leadership and strategic guideline; objectively reviews management decisions and exercises control over the Company, while remaining at all times trustees of shareholders. The Board is accountable at all to the shareholders for creating, protecting and enhancing wealth and resources of the Company and reporting to them on the performance in a timely and transparent manner.

Scheduling and selection of agenda

In terms of the Corporate Governance code, Board Meetings are scheduled with proper notice and the agenda for each meeting, along with explanatory notes are distributed in advance to the Board Members. Every Board Member is free to suggest the inclusion of items on the Agenda. Additionally, while approving the 'Delegation of operational and financial powers' the Board has mandated the management to bring to its attention various operational powers exercised by the management from time to time for ratification or information. This information is also placed with the Board appropriately.

Frequency

The Board meetings are held at least four times in a year, with a maximum time gap of four months between any two meetings.

Chairman

Mr. Bharat M. Shah, Chairman of the Board is a Promoter & Managing Director. He is neither being provided any office at AFL expenses nor reimbursed any expenses incurred in the performance of his duties save for the sitting fees paid to him for attending the meeting of the Board of Directors. The Chairman ensures that the Board meetings are conducted in a manner, which secures the effective participation of all directors and encourages all to make an effective contribution. He makes certain that all directors receive adequate information well in time and that the directors look beyond their duties and except full share of the responsibilities of Governance.

3. BOARD STRUCTURE

The Board of Directors is having an appropriate mix of executive and non-executive independent directors as on 31st March, 2009. The Board of Directors is consisting of Seven Directors. The Managing Director manages the day to day affairs of the Company. The Board comprises of Executive and Non-Executive Directors, with considerable experiences in their respective fields. AFL did not have any pecuniary relationship of transactions with the non-executive directors during the period under review. There are no material transactions where they have had personal interests that conflict with that of the Company.

Composition of the Board of Directors:

Directors	No. of Directors	Percentage of total No. of Directors
Executive	1	14
Non-Executive Director	6	86
Total	7	100

Numbers of Board Meetings held and the dates on which such meetings were held:

During the financial year 2008-09 the Board met 5 (five) times on 30.04.2008, 28.06.2008, 31.07.2008, 31.10.2008, 31.01.2009 the maximum gap between two meetings was not more than 4 months.

Attendance record of Directors attending the Board meetings and Annual General Meetings during the year 2008-09

Name of the Director & (DIN)	Designation/ Category	No. of Board Meetings		Last AGM attendance	No. of other Directorship & Committee Member/ Chairmanship in other Companies		
		Held	Attended		Directorship	Committee Membership	Committee Chairmanship
Bharat M. Shah (00064582)	Managing Director	5	5	Yes	—	—	—
Hitesh P. Shah (00451528)	Non-Executive/ Independent Director	5	5	Yes	—	—	—
Hardik M. Shukla (00325776)	Non-Executive/ Independent Director	5	5	Yes	—	—	—
Rajesh C. Trivedi (00070283)	Non-Executive/ Independent Director	5	4	Yes	—	—	—
Kamlesh H. Mehta (00070632)	Non-Executive/ Independent Director	5	4	Yes	1	—	—
Vikesh B. Makvana (00070711)	Non-Executive/ Independent Director	5	4	Yes	—	—	—
Nishant B. Vardhmani (00168683)	Non-Executive/ Independent Director	5	3	Yes	—	—	—

None of the Director is a member in more than 10 Companies and Act as Chairman in more than 5 Companies across all Companies in which he is a Director.

4. AUDIT COMMITTEE

The Company has a qualified and independent Audit Committee with all Members of the Committee being of three non-executive independent directors viz. **Mr. Kamlesh H. Mehta, Mr. Vikesh B. Makvana and Mr. Nishant B. Vardhmani.** **Mr. Kamlesh H. Mehta** is Chairman of the Committee. The role, terms of reference, authority and powers of the audit committee are in conformity with the requirement of Companies Act, 1956 and listing agreement.

Role/ Functions of the Committee:

- o Reviewing with management the annual financial statements before submission to the Board.
- o Recommending the appointment and removal of external auditors, fixation of audit fee and also approval of payment for any other services.
- o Review of policies relating to risk management - operational and financial.
- o Reviewing with the management, external and internal auditors and the adequacy of the internal control system.
- o Discussion with internal auditors of any significant finding and follow-up thereon.



Ankush Finstock Limited

Powers of the Committee:

- ☐ To investigate any activity within its terms of reference.
- ☐ To secure attendance of and seek any information from any employee including representative of the prime shareholders (subject to their internal approvals).
- ☐ Compliance with accounting standards.
- ☐ To obtain outside legal or other professional advice, if necessary.
- ☐ To secure attendance of outsiders with relevant expertise, if it considers necessary.
- ☐ Compliance with Stock Exchange and legal requirements concerning financial statements.

Attendance at the Audit Committee Meetings- 2009

During the year the Audit Committee met 4 times on 30.04.2008, 31.07.2008, 31.10.2008, 31.01.2009 attendance of the members as under:

Name	Designation	No. of Meeting attended	
		Held	Attended
Mr. Kamlesh H. Mehta	Chairman/ Non-Executive Independent Director	4	4
Mr. Vikesh B. Makvana	Non-Executive Independent Director	4	4
Mr. Nishant B. Vardhmani	Non-Executive Independent Director	4	4

5. REMUNERATION AND COMPENSATION COMMITTEE

The Remuneration Committee consists of only Non-executive Directors which evaluates and finalizes among other things, compensation and benefits of the Executive Directors. The Committee consists by **Mr. Kamlesh H. Mehta, Mr. Vikesh B. Makvana and Mr. Nishant B. Vardhmani**. **Mr. Kamlesh H. Mehta** is Chairman of the Committee.

6. SHAREHOLDERS TRANSFER AND GRIEVANCES COMMITTEE

This committee consists of 3 directors namely, **Mr. Hitesh P. Shah, Mr. Vikesh B. Makvana and Mr. Kamlesh H. Mehta**. **Mr. Hitesh P. Shah** is Chairman of the Committee. The committee was constituted to redress shareholders'/ investors' complaints etc. relating to delay in transfer of shares, non-receipt of annual accounts, delay in balance sheet, split-up share certificate, issue duplicate certificate, transmission of shares, dematerialization of shares etc. relating to the shares issued by the Company. The Managing Director of the Company has been authorized by the Board to approve such transfers within the time stipulated under the Listing Agreement. Further the complaints of the above nature are promptly attended by the Compliance Officer.

There is no pending complaint of Shareholders of the Company.

Mr. Samir P. Shah is a Compliance Officer of the Company and **Mr. Samshersingh Rana** is Whole-time Company Secretary of the Company.

Shareholders desiring to communicate with the Company on any of the matters relating to the shares, may visit in personal or write to the Company.

7. SHARE TRANSFER SYSTEMS

All the shares received are processed by Registrar and Transfer Agent of the Company. Share transfers are registered and returned within maximum of 30 days from the date of receipt. Documents are completed in all respects, subject to exercise of option under compulsory transfer cum- demat- procedure, share certificates are either demated or returned within the time prescribed by the authorities

8. REGISTRAR AND SHARE TRANSFER AGENT

M/s. Pinnacle Shares Registry Private Limited having its Registered Office at Near Asoka Mills, Naroda Road, Ahmedabad- 380 025 is the Registrar & Share Transfer Agent of the Company.

Address of the Correspondence:

Regd. Office:-

B/708, Fairdeal House, Opp. St. Xavier's Girls Hostel, Off C. G. Road,
Ahmedabad - 380009

Investors Correspondence/ Complaints to be address to:

Mr. Samir P. Shah or **Mr. Samshersingh Rana**
Compliance Officer Company Secretary

e-mail: ankushfina4@yahoo.com

Grievance Redresal e-mail ID: compliance@ankushfinstock.com

Website: www.ankushfinstock.com

Pinnacle Shares Registry Private Limited
The Registrar & Share Transfer Agent