

**T W E N T Y   S E V E N T H**

**A N N U A L**

**R E P O R T**

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**2015 - 2016**

**ANJANI FINANCE LIMITED**

**ANNUAL REPORT 2015-2016**

**ANJANI FINANCE LIMITED**

**27<sup>TH</sup> ANNUAL REPORT**

**CIN: L65910MP1989PLC032799**

**BOARD OF DIRECTORS**

Satish Prasad Dhangar  
ChhotelalPathak  
Kalpana Jain  
Sanjay Kumar Agarwal

: Managing Director  
: Independent Director  
: Woman Director  
: Independent Director

**REGISTERED OFFICE**

144, Bajrang Nagar,  
Behind PashupatiNathMandir,  
M.R. 9 Road,  
Indore-452011,  
Madhya Pradesh, India

**BANKERS OF THE COMPANY**

UCO Bank  
Tilak Nagar, Branch Indore

**STATUTORY AUDITORS**

M/s MahendraBadjatya&Co.  
Chartered Accountants  
208, Morya Centre,  
16 Race Course Road,  
Opposite Basket Ball Complex,  
**Indore – 452003**

**SECRETARIAL AUDITOR**

Kamlesh M Shah & Co.  
Practicing Company Secretary  
801-A, Mahalay Complex,  
**Ahmedabad- 380 009**

**REGISTRAR AND SHARE TRANSFER AGENT**

Link Intime India Pvt. Ltd  
Unit No. 303, 3rd Floor,  
Shoppers Plaza V, Opp. Municipal Market,  
Behind Shoppers Plaza II, Off C G Road,  
Navrangpura,  
**Ahmedabad – 380009**

**NOTICE**

**NOTICE** is hereby given that 27<sup>th</sup> Annual General Meeting of the Members of **ANJANI FINANCE LIMITED** will be held on Wednesday, 30<sup>th</sup> September, 2016 at 03.00 P.M. at 144, Bajrang Nagar, Behind PashupatiNathMandir, M.R. 9 Road, Indore-452011, Madhya Pradesh, India to transact the following business:-

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2016, Statement of Profit & Loss for year ended on that date and the Reports of Board of Directors and the Auditors thereon.
2. To appoint a director, Mr. ChhotelalPathak (DIN: 00505184), who retires by rotation and being eligible offers herself for re-appointment
3. To ratify the Re-appointment of M/s MahendraBadjatya & Co., Chartered Accountants (ICAI FRN 001457C) as the Statutory Auditors of the Company.

**SPECIAL BUSINESS:**

**4. 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 161(1) of the Companies Act, 2013 for appointment of a director and the relevant article of Articles of Association of the Company Mr. Ankur Agarwal (holding DIN 07551302) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30<sup>nd</sup> June, 2016 and in respect of whom the Company has received a notice in writing for her appointment as a Director of the Company whose period of office shall be liable to determination for retirement of Directors by rotation.

**“RESOLVED THAT** pursuant to the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 and Rules framed thereunder and in terms of the Regulation 23 of SEBI (Listing Obligation and Disclosures Requirements) Regulations, 2015 (including statutory modification (s) or re-enactment thereof for the time being in force) and subject to such other statutory approvals as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into transaction(s) of giving/taking property of any kind on lease to/from Related Party, rendering/availing of loan from/to Related Party With or without interest/charges thereon including rollover/extension of maturity from time to time, whether material or otherwise, for a period of 5(Five) years with effect from October 2016, Related Party Transaction up to an estimated annual value of Rs. 9.00 Crore (Rupees Nine Crore) Per Annum excluding taxes to be discharged in a manner and on such terms and conditions as may be mutually agreed upon between the Board of Directors of the Company and the Related Party.

**RESOLVED FURTHER THAT** Mr. Satish Dhanger, Managing Director (DIN: 06594368) of the company be and is hereby authorized, empowered and instructed to file necessary form in the office of the Registrar of Companies under his digital signature, and Mr. Sahive Alam Khan, a Practicing Company Secretary of, be and is hereby requested to certify such forms under his digital signature, and also to intimate all other statutory authorities in time about changes in the constitution of the board of directors of the company within time with necessary supporting documents.

Place: Indore.

Date: 08.08.2016

**BY Order of the Board of Directors**

Sd/-  
Satish Prasad Dhanger  
Managing Director  
(DIN: 06594368)

## ANJANI FINANCE LIMITED

### NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him/her self and proxy need not be a member of the Company. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. In case a member holding more than ten percent 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.  
The proxies in order to be effective must be received at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.
2. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 23<sup>rd</sup> September, 2016 to Friday, 30<sup>th</sup> September, 2016 (both days inclusive).
4. Members holding shares in demat form are requested to contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandates, etc. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company.
5. Pursuant to Clause 49 of the Listing Agreement, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.
6. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.
7. Members/Proxies should fill Attendance Slip for attending the meeting.
8. Members seeking any information or clarification on Accounts are requested to send written queries to the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries received only at the meeting.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Share registrars and Transfer Agents.
10. The Notice of the Annual General Meeting and Annual Report of the Company for the year ended 31<sup>st</sup> March, 2016 is uploaded on the Company's website [www.anjanifin.com](http://www.anjanifin.com)  
Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
11. Mr. Alam Khan, Practicing Company Secretary [Membership No. ACS 16581] has been appointed as the scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.



**12. Voting through electronic means:**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote at the 27th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The voting period begins on 27.09.2016 at 9 a.m. and ends on 29.09.2016 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of (record date) of 23.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**In case of members receiving e-mail:**

- i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii) Click on "Shareholders" tab.
- iii) Now, select the "COMPANY NAME" i.e. ANJANI FINANCE LIMITED from the drop down menu and click on "SUBMIT"
- iv) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN*	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li> <li>• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters.</li> </ul> <p>E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the</li> </ul>

	details are not recorded with the depository or company please enter the number of shares held by you as on the cut-off date in the Dividend Bank details field.
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- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN for the relevant Company, i.e. The ANJANI FINANCE LIMITED, on which you choose to vote.
- xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed password then enter the User ID and the imageverification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non-Individual Shareholders and Custodians
- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as Corporate.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

Please follow all steps from sl. no. (i) To sl. no. (xvii) Above to cast vote.

**GENERAL INSTRUCTIONS FOR VOTING:**

- a. The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the company as on 23.09.2016.

## ANJANI FINANCE LIMITED

- b. 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 vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- c. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- d. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at under help section or write an email to
- e. The Scrutinizer, after scrutinizing the votes cast at the meeting through poll and through e-voting will, not later than three days of conclusion of the meeting, make a consolidated scrutinizer’s report and submit the same to the chairman. The results declared along with the consolidated scrutinizer’s report shall be placed on the website of the BSE’s website and on the website of . The results of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within three days of the AGM.
- f. The results of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within three days of the AGM.

**INFORMATION ABOUT THE DIRECTORS WHO ARE PROPOSED TO BE APPOINTED/ RE-APPOINTED AT THE 27<sup>TH</sup> ANNUAL GENERAL MEETING AS PER CLAUSE 49 OF THE LISTING AGREEMENT FORMING PART OF THE NOTICE CONVENING THE ANNUAL GENERAL MEETING OF THE COMPANY.**

<b>Particulars</b>	<b>Mr. ChhotelalPathak</b>
<b>Director Identification Number.</b>	00505184
<b>Date of Birth.</b>	01/07/1965
<b>Age.</b>	49 Years
<b>Educational Qualification.</b>	Graduate
<b>Experience (No. of Years)</b>	17
<b>Business field in which Experience.</b>	Finance
<b>Date of Appointment as Director in the Company.</b>	01/11/2011
<b>Directorship held in any other Company.</b>	No other Directorship in any Company Held.
<b>Member of any Committees of the Directors in the Company.</b>	Audit Committee Stakeholder Relationship Committee
<b>Member of any committees of the Directors in other Companies with names of the Company.</b>	N.A.

<b>Particulars</b>	<b>Mr. AnkurAgarwal</b>
<b>Director Identification Number.</b>	07551302
<b>Date of Birth.</b>	22/04/1990
<b>Age.</b>	26
<b>Educational Qualification.</b>	Graduate
<b>Experience (No. of Years)</b>	5
<b>Business field in which Experience.</b>	General Administration
<b>Date of Appointment as Director in the Company.</b>	30/06/2016
<b>Directorship held in any other Company.</b>	No other Directorship in any Company Held.
<b>Member of any Committees of the Directors in the Company.</b>	Audit Committee Stakeholder Relationship Committee
<b>Member of any committees of the Directors in other Companies with names of the Company.</b>	N.A.

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**AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102(1) OF THE COMPANIES ACT, 2013 TO THE RESOLUTIONS MENTIONED UNDER THE HEAD SPECIAL BUSINESS OF THE NOTICE CONVENING THE 27<sup>TH</sup> ANNUAL GENERAL MEETING.**

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**ITEM NO 4: APPOINTMENT OF MR. ANKUR AGARWAL AS ADDITIONAL INDEPENDENT DIRECTOR OF THE COMPANY.**

The Board of Directors of the Company appointed, pursuant to the provisions of Section 161(1) and 149(1) of the Companies Act, 2013 and the relevant article of Articles of Association of the Company, Mr. Ankur Agarwal as an Additional Director of the Company with effect from 30<sup>th</sup> June, 2016. In terms of the provisions of Section 161(1) and 149(1) of the Act, Mr. Ankur Agarwal will hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Ankur Agarwal for the office of Director of the Company. Mr. Ankur Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Board considers that the appointment of Mr. Ankur Agarwal as a Director of the Company would be as per the Provisions of Section 149(1) of Companies Act 2013 as an Additional Director. Accordingly, the Board of Directors recommends his appointment as a Director of the Company whose period of office is liable to determination by retirement of directors by rotation.

Except Mr. Ankur Agarwal, no other director may be deemed to be interested or concerned in the proposed resolution.

DATE : 08<sup>th</sup> August 2016  
PLACE: Indore

On Behalf of the Board of Directors  
Of Anjani Finance Limited

Sd/-  
(Satish Dhangar)  
Managing Director  
(DIN: 06594368)

Sd/-  
(Chhotelal Pathak)  
Director  
(DIN: 00505184)

**BY Order of the Board of Directors**  
Sd/-  
Satish Prasad Dhangar  
Managing Director  
(DIN: 06594368)

**DIRECTORS REPORT**

Dear Members,  
of Anjani Finance Limited  
Indore

Your Directors are pleased to present the 27<sup>th</sup> Annual Report and the Company's Audited Financial Statement for the Financial Year ended March 31<sup>st</sup> 2016.

**01. FINANCIAL RESULTS**

The Company's financial performance, for the year ended March 31<sup>st</sup>, 2016 is Summarized Below:

<b>PARTICULARS</b>	<b>2015-16</b>	<b>2014-15</b>
Profit before Depreciation, Interest & other adjustments	6930414	8509695
Less : Finance Cost	3714308	4548489
: Depreciation	243192	519187
<b>Profit Before Tax</b>	<b>2972914</b>	<b>3442020</b>
Less : Earlier Year Expenses	240529	0
: Provision on Standard Assets	173479	0
: Provision FOR Current Year Tax	520708	0
: Deferred Tax Provided (Written Back)	7192	(68476)
<b>Profit for the year</b>	<b>2031006</b>	<b>3510496</b>
Add : Balance of Profit B/F From Previous Year	11338955	8546413
<b>Amount available for appropriation</b>	<b>13369961</b>	<b>12056909</b>
<b>APPROPRIATIONS :</b>		
Transfer to NBFC Reserve	406201	702099
Adjustment for Earlier Year Excess Tax	13500	0
Adjustment on Account of Depreciation	0	15855
Balance carried to Balance Sheet	12950260	11338955
<b>TOTAL</b>	<b>13369961</b>	<b>12056909</b>

**02. PERFORMANCE**

During the year the Company has achieved a turnover of ₹ 0.95 Crore as against turnover of ₹ 1.07 Crore in the previous year registering a decline of 10.92%. The overall performance remains satisfactory.

**03. DIVIDEND**

The Company has not declared any dividend during the year.

**04. TRANSFER OF AMOUNTS TO INVESTOR EDUCATION & PROTECTION FUNDS (IEPF)**

No amount is required to be transferred to the investor education & protection fund during the year.

**05. TRANSFER OF AMOUNT TO RESERVES**

The Company has transferred ₹406201/- to the NBFC Reserves as per requirement of the Directions of the RBI to the NBFC Companies {Previous year ₹702099/-} except that no amount has been transferred or withdrawn from the reserves by the Company.

**06. CREDIT RATING**

The company has not obtained credit rating.

**07. NON PERFORMING ASSETS AND PROVISIONS**

No assets of the company are classified as non-performing under the provisions of the Listing Agreement. As such, no provision is required to be maintained.

**08. ASSOCIATES/SUBSIDIARIES/JOINT VENTURES COMPANIES**

The company has no Subsidiaries and Joint Ventures. The company has an Associate namely Chamelidevi Flour Mills Pvt. Ltd., with 31.49 % Share Holding. The Relevant detail as per Form AOC-1 is enclosed herewith as per **Annexure – “A”**.

**09. DISCLOSURE U/S 134 (3)**

Pursuant to the provisions of sec 134 (3) read with companies (Accounts) rules, 2014. The required information's & disclosures, to the extent applicable to the company are as under:

- The Extracts of Annual Return in form no. **MGT-9** is annexed herewith as **Annexure – “B”**.
- Policy of company for the appointment of Directors and their remuneration as per **Annexure-“C”**.
- The particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 in the Form **AOC-2** is enclosed herewith as per **Annexure –“D”**.
- Statement of Conservation of energy, technology absorption and foreign exchange earnings and outgo is not applicable to the company.
- The ratio of the remuneration of each director to the median employee's remuneration and their details in terms of subsection 12 of Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report and is annexed as per **Annexure –“E”**.

There is no employee drawing remuneration of ₹500000/- per month or ₹ 6000000/- per year, therefore the particulars of employees as required U/s 197(12) of the Companies Act, 2013 read with Rule 5(2) and Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are not applicable to the Company

**10. RISK MANAGEMENT COMMITTEE**

The company has constituted risk management committee and the policy is disclosed on the website of the company at [www.aanjanifin.com](http://www.aanjanifin.com).

**11. DISCLOSURES OF CODES, STANDARDS, POLICIES AND COMPLIANCES THEREUNDER**

- a) **Know Your Customer and Anti money laundering measure policy**

Your company has a board approved Know Your Customer and Anti Money Laundering measure policy (KYC and AML Policy) in place and adheres to the said policy. The said policy is in line with the RBI Guidelines. Company has also adhered to the compliance requirement in terms of the said policy including the monitoring and reporting of cash and suspicious transactions. There are however, no cash transactions of the value of more than ₹1000000/- or any suspicious transactions whether or not made in cash noticed by the company in terms of the said policy.

**b) Fair Practice Code**

Your company has in place a Fair Practice Code (FPC), as per RBI Regulations which includes guidelines from appropriate staff conduct when dealing with the customers and on the organizations policies vis-a-vis client protection. Your company and its employees duly complied with the provisions of FPC.

**c) Code of Conduct for Board of Directors and the Senior Management Personnel**

Your company has adopted a code of conduct as required under clause 49 of the Listing Agreement and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, for its BOD and the senior management personnel. The code requires the directors and employees of the company to act honestly, ethically and with integrity and in a professional and respectful manner. A certificate of the Management is attached with the Report in the Corporate Governance section.

**d) Code of Prohibition of Insider Trading Practices**

Your company has in place a code for prevention of insider trading practices in accordance with the model code of conduct, as prescribed under SEBI ( prohibition of insider trading) regulations, 1992, as amended and has duly complied with the provisions of the said code.

**e) Whistle Blower Policy**

Pursuant to the provisions of section 177(9) and (10) of the Companies Act 2013 read with rule 7 of Companies (Meeting of Boards and its powers) Rules, 2014 and clause 49 of the listing agreement and Regulation 22 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the company and adopted a whistle blower policy which provides for a vigil mechanism that encourages and supports its directors and employees to report instances of unethical behavior, actual or suspected, fraud or violation of the company' code of conduct policy. It also provides for adequate safeguards against victimization of persons who use this mechanism and direct access to the chairman of audit committee in exceptional cases. Policy of the whistle blower of the Company has been given at the website of the company at [www.aanjanifin.com](http://www.aanjanifin.com) and attached the same as **Annexure F** to this report.

**f) Prevention, Prohibition and Redressal of Sexual harassment of women at work place**

The company has in place a policy on prevention, prohibition and redressal of sexual harassment of women at workplace. The primary objective of the said policy is to protect the women employees from sexual harassment at the place of work and also provides for punishment in case of false and malicious representations. No complaint, however is received by the company under the said policy in F.Y. 2015-16.

**g) Nomination, Remuneration and Evaluation Policy (NRE Policy)**

The Board has, on the recommendation of the nomination and remuneration committee framed a nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMP'S and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and clause 49 of the Listing Agreement and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Policy of the Company has been given at the website of the Company at [www.anjanifin.com](http://www.anjanifin.com) and attached the same as **Annexure C** to this report. The details of the same are also covered in corporate Governance Report forming part of this annual report.

**h) Related Party Transactions Policy**

There were no materially significant related party transactions held during the FY 2015-16 that may have potential conflict with the interest of company at large. Transactions entered with related parties as defined under the Companies Act, 2013 and Clause 49 of the listing Agreement and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, during the financial year were mainly in the ordinary course of business and on an arm's length basis. The related party transaction policy as formulated by the company defines the materiality of related party and lays down the procedures of dealing with related party transactions. The details of the same are posted on the Company web-site [www.anjanifin.com](http://www.anjanifin.com).

**12. LISTING OF SHARES OF THE COMPANY**

The equity shares of the company continue to remain listed on BSE limited (CODE : 531878). The company has paid the due listing fees to BSE Limited for the financial year 2015-16 on time.

**13. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

The Board of Directors of your company consists of 4 directors. Mrs. Kalpana Jain (DIN 02665393) and Mr. Satish Prasad Dhangar (DIN 06594368) continued to hold the office as Director of the company.

Mr. Sanjay Kumar Agarwal (DIN 00023611) and Mr. Chhotelal Pathak (DIN 00505184) are the Independent directors of the Company. All independent directors have given declaration that they meet the criteria of independence as laid down under section 149(6) of the companies Act, 2013 and clause 49 of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 forms part of this report. In the opinion of the Board they fulfill the criteria on independency.

In accordance with the provisions of Section 152 of the companies Act 2013 read with relevant provisions of Articles of Association of the company, Mr. Sanjay Kumar Agarwal will retire by rotation at the ensuing Annual General meeting and being eligible offers himself for re-appointment. The Board recommends his re-appointment.

The brief resume of directors proposed to be appointed/ reappointed, nature of their expertise in specific functional areas and names of the companies in which they hold directorship along with their membership/chairmanship of committees of the board as stipulated under Clause 49 of Listing Agreement of stock exchanges and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, or provided in the Corporate Governance section along with the Annual Report.



Based on the confirmations received, none of the directors are disqualified from being appointed, reappointed as directors in terms of section 164 of the Companies Act, 2013.

CS Mayank Jain, a whole time Company secretary, has vacated his office w.e.f.15<sup>th</sup> September, 2015 and CS SoniyaShrivastava was appointed to hold his office w.e.f. 15<sup>th</sup> September, 2015.

CS SoniyaShrivastava, a whole time Company Secretary, and Mr. Dinesh Bhargava, Chief Financial Officer of the company are designated as key managerial personnel of the company as per the provisions of section 203 of the companies Act,2013.

**14. PERFORMANCE EVALUATION**

Pursuant to the provision of Companies Act, 2013 and clause 49 of the Listing agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the performance of the board, its committee's and individual directors are evaluated by number of meetings held, time spent in each meeting deliberating the issues, quality of information/data provided to the members, the time given to them to study the details before each meeting, quality of deliberation in each meeting, contribution of each directors, the details of decisions taken and measures adopted in implementing the decision and feedback to the board.

**15. BOARD MEETINGS**

During the FY 2015-16, 5 Board meetings were convened and held. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the SEBI (Listing obligation And Disclosure Requirement) Regulations, 2015. The details of the Board meetings held during the year along with the attendance of the respective directors there at are set out in the Corporate Governance Report forming part of this annual report.

**16. SIGNIFICANT/MATERIAL ORDERS PASSED BY THE REGULATOR OR COURT OR TRIBUNALS**

There were no significant/material orders passed by any regulator or court or tribunal which would Impact the going concern status of the company and its future operations.

**17. INTERNAL AUDIT AND INTERNAL FINANCIAL CONTROL SYSTEM**

The company has appointed an independent firm of Chartered Accountants for conducting the audit as per the internal audit standards and regulations. The internal auditor reports to the audit committee of the board. The audit function maintains its independence and objectivity while carrying out assignments. It evaluates on a continuous basis, the adequacy and effectiveness of internal control mechanism with interaction of KMP and functional staff. The company has taken stringent measures to control the quality of disbursement of loan and its recovery to prevent fraud.

**18. SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the BOD of the company had appointed Kamlesh M. Shah & Co. Practicing Company Secretaries, Ahmedabad to undertake the secretarial audit of the company for the FY 2015-16 The secretarial audit report for the F.Y. ended March 31, 2016 is annexed herewith as per **Annexure – “G”**. The said report does not contain any material qualification, reservation or adverse remark.

**19. AUDITOR AND AUDITORS REPORT**

At the 26<sup>th</sup> Annual General Meeting held on 30<sup>th</sup> September, 2015, the members had Re-appointed M/s MahendraBadjatya& Co, Chartered Accountants (ICAI FRN 001457C) as Statutory Auditors of the Company, by way of ordinary resolution u/s 139 of the Companies Act, 2013 to hold office for a term of 5 years from the conclusion of 27<sup>th</sup> AGM until the conclusion of the 32<sup>nd</sup>AGM of the company subject to ratification of appointment by the members of the company at every AGM as per the provisions of the Companies Act, 2013.

Based on the recommendation of the audit committee, the BOD at their meeting held on 30/09/2015 recommended the ratification of appointment of M/s MahendraBadjatya& Co, Chartered Accountants as Statutory Auditors of the Company, and that, the necessary resolution in this respect is being included in the notice of the 27<sup>th</sup> AGM for the approval of the members of the company. The company has received consent from statutory auditors and confirmation to the effect that they are not disqualified to be appointed as statutory auditors of the company in terms of the provisions of the Companies Act, 2013 and rules framed thereunder The Notes to the Accounts referred to in Auditors Report are self-explanatory and does not call for any further comment.

**20. DIRECTORS RESPONSIBILITY STATEMENT**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013:

- a) In the preparation of the annual accounts for the year ended March 31<sup>st</sup>2016, the applicable accounting standards read with requirements set out under Schedule III to the Act, have been followed and there is no material departures from the same;
- 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 March 31<sup>st</sup> 2016 and of the profit and loss of the company for the year ended on that date;
- 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;
- e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

**21. CORPORATE GOVERNANCE & MANAGEMENT DISCUSSION ANDANATYSIS**

Pursuant to Agreement with BSE, Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act 2013, the corporate governance report, management discussion and analysis and the auditor's certificate regarding compliance of conditions of corporate governance is enclosed herewith as per **Annexure - H**.

**22. ANNUAL EVALUATION**

Pursuant to the provisions of the companies Act, 2013 and Clause 49 of the listing agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, an Annual Performance evaluation of the Board, the directors individually as well as the evaluation of the working of the board committees including audit committee and other committees of the

## **ANJANI FINANCE LIMITED**

board of directors of the company was carried out during the year and is covered under the corporate governance report forming part of this annual report.

### **23. DEPOSITS**

The Company is a non-deposit taking category - B, NBFC Company. The company does not have any public deposits within the meaning of Section 73 of the Companies Act, 2013.

### **24. ADEQUACY OF INTERNAL FINANCIAL CONTROLS**

The company has an adequate internal financial control backed by sufficient qualified staff, system software and special software's. The company has also an internal audit system by the external agency.

### **25. COMMITTEE OF THE BOARD**

The company has duly constituted the following committee as per the provisions of Companies Act, 2013 and SEBI (Listing Obligation And Disclosure Requirements) Regulation, 2015.

- a) Audit Committee as per section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.
- b) Stakeholder Relationship Committee as per section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.
- c) Nomination and Remuneration Committee as per section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.
- d) Risk Management Committee as per Regulation 21 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015.
- e) Internal Committee for Sexual Harassment of Women at the Work Place.

The details of the composition of the audit committee and other committees and their respective terms of reference are included in the corporate Governance report forming part of this annual report. The Audit Committee and other Board Committees meet at regular intervals prescribed in the Companies Act, 2013, SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and any other Act applicable, if any.

### **26. DISCLOSURE AS PER TERMS OF PARAGRAPH 9BB OF NON BANKING FINANCIAL COMPANIES PRUDENTIALNORMS (RESERVE BANK) DIRECTIONS. 1998.**

The desired disclosure is enclosed herewith as per attached financial statements.

### **27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO**

Particulars required u/s 134 (3)(m) of the Companies Act, 2013 read with rule 8(3) of Companies (Account) Rules, on conservation of energy and technology absorption are NIL. There were no foreign exchange earnings and outgoing.

### **28. COMPLIANCE OF RESERVE BANK OF INDIA GUIDELINES**

The Company Continue to comply with the entire Requirement's prescribed by the Reserve Bank of India, from time to time.

### **29. ACKNOWLEDGEMENT**

The Board of Directors places its sincere gratitude for the assistance and co-operation received from Banks, Customers and Shareholders. The Directors take the opportunity to express their sincere appreciation for the dedicated services of the Executives and staffs for their contribution to the overall performance of the company.

**30. MATERIAL CHANGES**

There are no material changes affecting the financial position of the company which occurred between the end of the financial year of the company to which the financial statements relate and the date of this report.

**Registered Office:**  
**Anjani Finance Limited**  
**CIN – L65910MP1989PLC032799**  
**144, Bajrang Nagar,**  
**Behind PashupathiNathMandir,**  
**M.R. 9 Road,**  
**Indore – 452011 (M.P)**

**By Order of the Board**

**PLACE: INDORE**  
**DATE: 08/08/2016**

Sd/-  
**SATISH PRASAD DHANGAR**  
**(Managing Director)**  
**(DIN: 06594368)**

Sd/-  
**SANJAY KUMAR AGARWAL**  
**(Director)**  
**(DIN: 00023611)**

**ANNEXURE-A**

**Form AOC-1**

**(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)**

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries**

(Information in respect of each subsidiary to be presented with amounts in ` )

<b>S.No.</b>	<b>Name of the Subsidiary</b>	<b>A</b>	<b>B</b>	<b>C</b>
1	Reporting period for the subsidiary			
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries			
3	Share capital			
4	Reserves & surplus			
5	<b>Total assets</b>			
6	<b>Total Liabilities</b>		NA.	
7	Investments			
	Turnover			
	Profit before taxation			
	Provision for taxation			
	Profit after taxation			
	Proposed Dividend			
	% of shareholding			

**Notes:** The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations. – NA.
2. Names of subsidiaries which have been liquidated or sold during the year. – NA.

**Part "B": Associates and Joint Ventures****Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures**

<b>S.No.</b>	<b>Name of the Associate</b>	<b>Chamelidevi Flour Mills Pvt. Ltd.</b>
1	Latest audited Balance Sheet Date	31/03/2016
2	Shares of Associate/Joint Ventures held by the company on the year end (a) No. (b) Amount of Investment in Associates/Joint Venture (c) Extend of Holding %	389000 73655000 31.49%
3	Description of how there is significant influence	Holding in Associate Company is 31.49 %
4	Reason why the associate/joint venture is not consolidated	<b>N.A.</b>
5	Networth attributable to Share holding as per latest audited Balance Sheet	79304826
6	<b>Profit / Loss for the year</b> (a) Considered in Consolidation (b) Not Considered in Consolidation	3352397 7293513

1. Names of associates or joint ventures which are yet to commence operations. – NA.
2. Names of associates or joint ventures which have been liquidated or sold during the year. – NA.

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**By Order of the Board**

**PLACE: INDORE**  
**DATE: 08/08/2016**

Sd/-  
**SATISH PRASAD DHANGAR**  
**(Managing Director)**  
**(DIN: 06594368)**

Sd/-  
**SANJAY KUMAR AGARWAL**  
**(Director)**  
**(DIN: 00023611)**

**ANNEXURE –B**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**as on the financial year ended on March 31, 2016**

**[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]**

**I. REGISTRATION & OTHER DETAILS:**

1.	CIN	L65910MP1989PLC032799
2.	Registration Date	20/04/1989
3.	Name of the Company	ANJANI FINANCE LIMITED
4.	Category/Sub-category of the Company	Company Limited By Shares/ Non Govt Company
5.	Address of the Registered office & contact details	144, BAJRANG NAGAR, BEHIND PASHUPATI NATH MANDIR, M.R. 9 ROAD, INDORE (M.P.) – 452011 Tel No :0731-2538617 Email ID:- anjanifin@rediffmail.com
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime Private limited, Unit No 303, Shopper’s Plaza- V, Opp Municipal Market, Navrangpura, Ahmedabad -38009 Tel No: 079-26465179 Fax: 079-26465179 Email: ahmedabad@linkintime.co.in

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**(If the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Financial Services	65923	53.73%
2	Generation of Energy from other non-conventional Source	40108	46.27%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –**

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/Associate	% of Shares held	Applicable Section
1	Chamelidevi Flour Mills Pvt. Ltd. Agarwal House, 3 <sup>rd</sup> Floor, 5 Y.N. Road, Indore	U15311MP2007PTC020073	Associate	31.49%	2(6) of the Companies Act, 2013

**ANJANI FINANCE LIMITED**
**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**
**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	4980611	-	4980611	49.10	5421532	-	5421532	53.45	4.35
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Total shareholding of Promoter (A)</b>	4980611	-	4980611	49.10	5421532	-	5421532	53.45	4.35
<b>B. Public Shareholding</b>									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
-	-	-	-	-	-	-	-	-	-



**ANJANI FINANCE LIMITED**

g) FII's	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	-	-	-	-	-	-	-	-	-
<b>2. Non- Institutions</b>									
a) Bodies Corp.									
i) Indian	412843	1135600	1548443	15.27	137804	1135600	1273404	12.55	(2.72)
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital uptoRs. 1 lakh	1032284	351105	1383389	13.64	943334	330070	1294439	12.76	(0.88)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2189926	-	2189926	21.59	2114444		2114444	20.85	(0.74)
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	1247	-	1247	0.01	1247		1247	0.01	
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	39684		39684	0.39	38234		38234	0.38	(0.01)
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-

**ANJANI FINANCE LIMITED**

<b>Sub-total (B)(2):-</b>	3675984	1486705	5162686	50.90	3235063	1486705	4721768	46.55	(4.35)
Total Public Shareholding (B)=(B)(1)+(B)(2)	3675984	1486705	5162689	50.90	3235063	1486705	4721768	46.55	(4.35)
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	8656595	1486705	10143300	100	8656595	1486705	10143300	100	

**ii) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Deepesh Farms & Plantations Pvt. Ltd.	978241	9.64	-	978241	9.64	-	-
2	Sanjana Club & Resorts Pvt. Ltd.	940095	9.27	-	940095	9.27	-	-
3	Agarwal Coal Industries Pvt, Ltd.	924472	9.11	-	924472	9.11	-	-
4	Agarwal Dal Mills Pvt. Ltd.	858270	8.46	-	934250	9.21	-	0.75
5	NakhraliDhani Hotels Pvt. Ltd.	829533	8.18	-	867789	8.56	-	0.38
6	Chair Finance and Investments Pvt. Ltd.	450000	4.44	-	776685	7.66	-	3.22
	<b>TOTAL</b>	<b>4980611</b>	<b>49.10</b>	<b>-</b>	<b>5421532</b>	<b>53.45</b>	<b>-</b>	<b>4.35</b>

**ANJANI FINANCE LIMITED**

**iii) Change in Promoters' Shareholding (please specify, if there is no change)**

SN	Particulars	Shareholding at the beginning of the year		Increase/D ecrease in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	%of total shares of the company			No. of shares	% of total shares of the company
1	Deepesh Farms & Plantations Pvt. Ltd.	978241	9.64	-	NO CHANGE	978241	9.64
2	Sanjana Club & Resorts Pvt. Ltd.	940095	9.27	-	NO CHANGE	940095	9.27
3	Agarwal Coal Industries Pvt, Ltd.	924472	9.11	-	NO CHANGE	924472	9.11
4	Agarwal Dal Mills Pvt. Ltd.	858270	8.46	0.75	PURCHASE OF SHARES	934250	9.21
5	NakhraliDhani Hotels Pvt. Ltd.	829533	8.18	0.38	PURCHASE OF SHARES	867789	8.56
6	Chair Finance and Investments Pvt. Ltd.	450000	4.44	3.22	PURCHASE OF SHARES	776685	7.66

**ANJANI FINANCE LIMITED**

**iv) Shareholding Pattern of top ten Shareholders:**

**(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumbered to total shares	
1	Sharad Kumar Darak	600000	5.92	-	423436	4.17	-	(1.75)
2	AMC Shipping Pvt. Ltd.	497235	4.90	-	400000	3.94	-	(0.96)
3	Ascent Leasing & Finance Co. Ltd.	400000	3.94	-	400000	3.94	-	-
4	Advantage Equity Fund P. Ltd.	335600	3.31	-	335600	3.31	-	-
5	ArvindRatanchand jain (HUF)	141000	1.33	-	184000	1.81	-	0.48
6	Samir Sureshbhai Shah	114265	1.12	-	114265	1.12	-	-
7	Godavari C Nanda	100000	0.98	-	100000	0.98	-	-
8	DilipSadanandUtekar	78010	0.77	-	78010	0.77	-	-
9	AlkaDimpeshChhedda	67040	0.66	-	67040	0.66	-	-
10	BarotJayvishalDilipsinh	63298	0.62	-	63298	0.62	-	-

**v) Shareholding of Directors and Key Managerial Personnel:**

SN	Particulars	Shareholding at the beginning of the year		Increase/Decrease in Share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	%of total shares of the company			No. of shares	% of total shares of the company
A.	DIRECTORS						
1	Sanjay Kumar Agarwal	0	0	-	NO CHANGE	0	0
2	ChotelalRamvilasPathak	0	0	-	NO CHANGE	0	0
3	Satish Prasad Dhangar	0	0	-	NO CHANGE	0	0

## ANJANI FINANCE LIMITED

4	Kalpna Jain	0	0	-	NO CHANGE	0	0
B.	KMPs						
1	Dinesh Bhargava	0	0	-	NO CHANGE	0	0
2	Mayank Jain	0	0	-	NO CHANGE	0	0
3	SoniyaShrivastava	0	0	-	NO CHANGE	0	0

### V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	33378283	0	33378283
ii) Interest due but not paid	0	3710883	0	3710883
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>37089166</b>	<b>0</b>	<b>37089166</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	0	26005	0	26005
* Reduction	0	371088	0	371088
<b>Net Change</b>	<b>0</b>	<b>(345083)</b>	<b>0</b>	<b>(345083)</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	36744083	0	36744083
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>0</b>	<b>36744083</b>	<b>0</b>	<b>36744083</b>

**ANJANI FINANCE LIMITED**
**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		<b>SATISH PRASAD DHANGAR</b>	-	
1	Gross salary	105000	-	105000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	<b>105000</b>	-	<b>105000</b>
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify (Rent & KIP)	-	-	-
	Total (A)	<b>105000</b>	-	<b>105000</b>
	Ceiling as per the Act	<b>3000000</b>	<b>3000000</b>	<b>NA</b>

**B. Remuneration to other directors**

SN.	Particulars of Remuneration	Name of Directors		Total Amount
		CHHOTELAL PATHAK	SANJAY KUMAR AGARWAL	
1	Independent Directors	-	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	-	-	-
2	Other Non-Executive Directors	-	-	-
	Fee for attending board committee meetings	-	-	-
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	-	-	-
	Total (B)=(1+2)	-	-	-
	Total Managerial Remuneration	-	-	-
	Overall Ceiling as per the Act	NA	NA	NA

**C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel			Total
		CS	CS	CFO	
		Mayank Jain	SoniyaShrivastava	Dinesh Bhargava	
1	Gross salary	75000	130000	105000	310000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	75000	130000	105000	310000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	75000	130000	105000	310000

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

During the year there were no Penalties/Punishment/Compounding of offences levied/ordered against the Company or any of its Directors/Officers.

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**By Order of the Board**

**PLACE: INDORE**  
**DATE: 08/08/2016**

Sd/-  
**SATISH PRASAD DHANGAR**  
**(Managing Director)**  
**(DIN: 06594368)**

Sd/-  
**SANJAY KUMAR AGARWAL**  
**(Director)**  
**(DIN: 00023611)**

**ANNEXURE-C**

**REMUNERATION POLICY**

**REMUNERATION CRITERIA FOR NON-EXECUTIVE DIRECTORS:**

1. As per Company's policy, the Company doesn't pay any commission or remuneration to its non-executive directors.
2. The Company is not paying any sitting fee as well as do not provide any ESOP etc. to its non-executive directors.

**REMUNERATION CRITERIA FOR THE EXECUTIVE DIRECTORS AND KMP:**

1. The Remuneration of the executive directors including the Chairman and Managing Director is determined and approved by the Nomination and Remuneration Committee of the Board, consisting of the independent directors.
2. The Executive directors being appointed for a period of 2/5 years at a time.
3. The Company is not paying any sitting fee as well as do not provide any ESOP etc to its executive directors.

The Company is paying remuneration to its CS and CFO as per the terms of the appointment approved by the Remuneration Committee and they are also entitled for the annual increments based on their performance, evaluated by the Remuneration Committee and Board on annual basis.

**Registered Office:**

**Anjani Finance Limited  
CIN – L65910MP1989PLC032799  
144, Bajrang Nagar,  
Behind PashupathiNathMandir,  
M.R. 9 Road,  
Indore – 452011 (M.P)**

**By Order of the Board**

**PLACE: INDORE  
DATE: 08/08/2016**

Sd/-  
**SATISH PRASAD DHANGAR**  
**(Managing Director)**  
**(DIN: 06594368)**

Sd/-  
**SANJAY KUMAR AGARWAL**  
**(Director)**  
**(DIN: 00023611)**



**ANNEXURE – D**

**FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm’s length basis.

Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transactions (b)	Duration of the contracts / arrangements/ transactions (c)	Salient terms of the contracts or arrangements or transactions including the value, if any (d)	Date(s) of approval by the Board, if any (e)	Amount paid as advances, if any (f)

NIL

2. Details of contracts or arrangements or transactions at Arm’s length basis.

(₹ in Lacs)

Name(s) of the related party and nature of relationship (a)	Nature of contracts/ arrangements/ transactions (b)	Duration of the contracts / arrangements/ transactions (c)	Salient terms of the contracts or arrangements or transactions including the value, if any (d)	Date(s) of approval by the Board, if any (e)	Amount paid as advances, if any (f)
Chameli Enterprises Pvt. Ltd.	<ul style="list-style-type: none"> <li>Unsecured Loan Taken</li> </ul>	As per the terms of contract	826005	30/09/2014	----
	<ul style="list-style-type: none"> <li>Unsecured Loan Payment</li> </ul>		800000	30/09/2014	----
	<ul style="list-style-type: none"> <li>Interest to be Paid</li> </ul>		3710883	30/09/2014	----

**ANJANI FINANCE LIMITED**

Commander Industries Pvt. Ltd.	• Unsecured Loan Given	As per the terms of contract	12300000	30/09/2014	-----
	• Interest to be Received		289615	30/09/2014	-----
Chamelidevi Flourmills Pvt. Ltd.	• Unsecured Loan Given	As per the terms of contract	19500000	30/09/2014	-----
	• Unsecured Loan Repayment		253840	30/09/2014	-----
	• Interest Received		910947	30/09/2014	-----
Satish Dhangar	• Remuneration & Perquisites	As per the terms of contract	105000	30/09/2014	-----
Sanjay Kumar Agarwal	• Rent paid	As per the terms of contract	73656	30/09/2013	-----
Mayank Jain	• Remuneration & Perquisites	As per the terms of contract	75000	25/09/2014	-----
Soniya Shrivastava	• Remuneration & Perquisites	As per the terms of contract	130000	15/09/2014	-----
Dinesh Bhargava	• Remuneration & Perquisites	As per the terms of contract	105000	30/07/2014	-----

**Registered Office:**  
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**M.R. 9 Road,**  
**Indore – 452011 (M.P)**

**By Order of the Board**

**PLACE: INDORE**  
**DATE: 08/08/2016**

Sd/-  
**SATISH PRASAD DHANAGR**  
**(Managing Director)**  
**(DIN: 06594368)**

Sd/-  
**SANJAY KUMAR AGARWAL**  
**(Director)**  
**(DIN: 00023611)**

**ANNEXURE - E**

**Details pertaining Companies (Appointment and to remuneration as required under section 197(12) of the companies Act, 2013 read with rule 5(1) of the companies (Appointment and Remuneration of Managerial personal) Rules, 2014**

- 1) The % increase in remuneration of each director, chief financial officer, chief Executive officer, company secretary or manager, if any, in the FY 2015-16, the ratio of the remuneration of each director to the median remuneration of the employees of the company for the FY 2015-16 and the comparison of the remuneration of each key managerial personal (KMP) against the performance of the company are as under:-

S.No.	Name of Director/KMP for financial year 2015-16	Remuneration of Director/KMP for the Financial Year 2015-16	% increase in Remuneration in the Financial year 2015-16	Ratio of remuneration of each Director to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Mayank Jain	75000	(16.67)	0.714	Profit after Tax decreased by 22.63% for the financial year 2015-16
2	Dinesh Bhargava	105000	114.29	1	
3	Satish Prasad Dhangar	105000	25	1	
4	Soniya Shrivastava	130000	N.A.	1.24	

- 2) The median remuneration of the employees of the company during the financial year 2015-16 was ₹105000.
- 3) In the Financial year there was a decrease of 21.26% in the median remuneration of employees.
- 4) There were 2 permanent employees (other than KMPs) on the rolls of the company as on 31/03/2016.
- 5) Relationship between average increase in remuneration and company performance-the profit after tax for the financial year ended 31/03/2016 decreased by 22.63% whereas the decrease in median remuneration was 21.26%. The average decrease in median remuneration is therefore justified.

## ANJANI FINANCE LIMITED

- 6) The comparison of the remuneration of the key managerial personnel against the performance of the company:

Total remuneration of the key managerial personnel increased by 86.10% from ₹223000 in 14-15 to ₹415000 in 15-16. The profit after tax decreased by 22.63% to ₹2715902 in 15-16.

- 7) (a) Variations in the market capitalization of the company – The market capitalization on 31/03/2016 was ₹2.39 Crores (PrYr ₹17.50 Crores).

(b) Price earnings ratio of the company as at 31/03/2016 was 8.43 (Previous Year 17.26)

(c) The company has not made any public issue or rights issue of securities in the recent past, so comparison has not been made of current share price with public offer price. The company's shares are listed on Bombay Stock Exchange (BSE).

- 8) Average % increase made in the salaries in the financial year 2015-16-KMP- 86.10%, and decrease in employees 32.14%.

- 9) There are no variable component of remuneration availed by the directors.

- 10) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – 0.43.

- 11) It is hereby affirmed that the remuneration paid is as per the remuneration policy of directors, KMPs and other employees.

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Indore – 452011 (M.P)**

**PLACE: INDORE  
DATE: 08/08/2016**

**Sd/-  
SATISH PRASAD DHANAGR  
(Managing Director)  
(DIN: 06594368)**

**By Order of the Board**

**Sd/-  
SANJAY KUMAR AGARWAL  
(Director)  
(DIN: 00023611)**

**ANNEXURE – G**

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
**ANJANI FINANCE LIMITED**  
**CIN: L65910MP1989PLC032799**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ANJANI FINANCE LIMITED**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the records of **ANJANI FINANCE LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2016 complied with the statutory provisions listed hereunder and also that the company has proper Board-processes and compliances mechanism in place to the extent , in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and record maintained by **ANJANI FINANCE LIMITED (CIN: L65910MP1989PLC032799)** for the financial year ended on 31.03.2016 according to the provisions of:

- (i) The Companies Act, 2013(the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulations) Act,1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act,1999 and the rules and regulation made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act') :-
  - (a) The Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeover) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Prohibition of Insider Training)Regulations,1992;
  - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009

- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (g) The Securities and Exchange Board of India(Registrar to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (h) The Securities and Exchange Board of India(Delisting of Equity Shares)Regulations, 2009 and
  - (i) The Securities and Exchange Board of India (Buyback of Securities)Regulations, 1998;
- (vi) As stated in the **Annexure – A** – all the laws, rules, regulations are applicable specifically to the company.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India though it is applicable w.e.f 1<sup>st</sup> day of July 2015 and not mandatory right now is also complied.
- (ii) The Listing Agreements entered into by the Company with Stock Exchanges.

During the period under review the Company has complied with the provision of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executives Directors, Independent Directors and Woman Director. The changes in the composition of the Board of Directors that took place during the period under were carried out in compliance with the provision of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliances with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period the company has not made any

- (I) Public/ Right/Preferential issue of shares/ debentures/sweat equity, etc.
- (II) Redemption/ buy-back of securities
- (III) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013
- (IV) Merger/ amalgamation/reconstruction etc.

(V) Foreign technical collaborations

Place: Ahmedabad

Date: 26<sup>th</sup> May 2016

**FOR KAMLESH M. SHAH & CO.,  
PRACTICING COMPANY SECRETARIES**

**(Kamlesh M. Shah)  
ACS: 8356, COP: 2072**

**ANNEXURE-A**

***Securities Laws***

1. All Price Sensitive Information was informed to the stock exchanges from time to time.
2. All investors complain directly received by the RTA& Company is recorded on the same date of receipts and all are resolved within reasonable time.

***Labour Laws***

1. All the premises and establishments have been registered with the appropriate authorities.
2. The Company has not employed any child labour/ Bonded labour in any of its establishments.
3. Provisions with relate to compliances of PF/ESI/Gratuity Act are not applicable to Company.

***RBI Regulations***

1. Company being NBFC follows all the rules and regulations prescribed by the RBI and files return prescribed under section 45IA and all other applicable sections, laws , rules and regulations etc if any.

***Environmental Laws***

1. As the company is not engaged in the manufacturing activities so the Environmental laws are not applicable to the company.

***Taxation Laws***

1. The company follows all the provisions of the taxation and Income Tax Act, 1961 and filing the returns at proper time with Income tax department and all other necessary departments.

**List of other laws, rules and regulations specifically applicable to the Company.**

The Company has made compliance, wherever applicable, with the following applicable laws, rules and regulations as in force:

- 1) Reserve Bank of India Act,1934
- 2) Prevention of Money Laundering Act,2002
- 3) Non Banking Financial Companies(Acceptance and Deposits Reserve Bank Directions),1998

Place: Ahmedabad

Date: 26<sup>th</sup> May 2016

**FOR KAMLESH M. SHAH & CO.,  
PRACTICING COMPANY SECRETARIES**

Sd/-  
**(Kamlesh M. Shah)  
ACS: 8356, COP: 2072**

**Annexure-H**

**CORPORATE GOVERNANCE REPORT**

**1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :**

Corporate Governance is a set of systems and practices to ensure that the affairs of the Company are being managed in a way which ensures accountability, transparency and fairness in all its transactions in the widest sense and meet its stakeholder's aspirations and expectations. It is committed to provide fair, transparent and equitable treatment to all its stakeholders. Corporate Governance is, essentially, a philosophy. It encompasses not only the regulatory and legal requirements, but also the voluntary practices developed by the company to protect the best interests of all stakeholders. However, in the harsh realities of day to day economic stress and competitive growth, corporate governance can only deliver on an avowed philosophy if there is a strong and sustainable framework. It is this framework which fosters a high level of business ethics with effective supervision, transparency and accountability at all levels. A good corporate governance framework incorporates a system of robust checks and balances between Key players; namely, the Board, the management, auditors and various stakeholders. The role and responsibilities of each entity must be clearly understood and transparency must be enforced at each level and at all times.

**2. BOARD OF DIRECTORS :**

**COMPOSITION AND CATEGORY**

The composition of the Board of Directors of the Company represents an appropriate mix of executive and non-executive directors to ensure the independence of the Board and to separate the board functions of governance and management. The Board currently comprises of Two Executive Directors and Two Non-Executive Directors including the Chairman of the Board.

**BOARD PROCEDURE**

The Board meets at least once in a quarter to review the quarterly performance and the financial results. The Board meetings are generally scheduled well in advance and the notice of each Board Meeting is given in writing to each director. During the financial year ended March 31<sup>st</sup>, 2016, Five Board Meetings were held respectively on 30-05-2015, 30-07-2015, 05-11-2015, 04-02-2016, and 10-02-2016. The gap between two Board Meetings did not exceed four months.

The directors bring to the board a wide range of experience and skills. Brief profiles of the directors, are set out elsewhere in the annual report. The composition of the board is in conformity with SEBI (LODR) Regulations, 2015. As per the SEBI (LODR) Regulations, 2015, no director can be a member in more than 10 committees or act as chairman of more than 5 committees across all public companies in which he is a director. Details of the Board of Directors in terms of their directorships/memberships in committees of public companies are as under:

The composition of the Board of Directors, the number of other Directorship and Committee positions held by the director, of which the director is a Member/Chairman, are as under:



**ANJANI FINANCE LIMITED**

Name of Director	Category	DIN	No. of Board Meetings attended during the year	Whether attended last AGM	No. of other Directorship held	Committee/ Membership held in other Companies	
						As Member	As Chairman
Mr. SatishPrasradDhangar	Promoter Executive Director	06594368	05	Yes	-	-	-
Mr. Sanjay Kumar Agarwal	Independent & Non Executive Director	00023611	05	Yes	9	-	-
Mr. ChhotelalPathak	Independent & Non Executive Director	00505184	02	Yes	-	-	-
Mrs. Kalpana Jain	Executive Director	02665393	05	Yes	-	-	-

In Accordance with SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, membership/chairmanships of Audit Committees and Stakeholders Relationship Committees in all public limited companies have been considered.

**CODE OF CONDUCT**

The company has already adopted a code of conduct for all employees of the company and Executive directors. The board has also approved a code of conduct for the non-executive directors of the company. All board members and senior management personnel (as per SEBI (LODR), 2015) have affirmed compliance with the applicable code of conduct. The directors and senior management of the company have made disclosures to the board confirming that there are no material financial and/ or commercial transactions between them and the company that could have potential conflict of interest with the company at large. The Board of Directors has laid down a Code of Conduct for all the Board members and all the employees in the management grade of the Company. The Code of Conduct is posted on the website of the Company. For the year under review, all directors and members of senior management have affirmed their adherence to the provisions of the Code.

**3. COMMITTEES OF THE BOARD**

Currently, there are three Board Committees – Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The terms of reference of the Board Committees are determined by the Board from time to time. Meetings of each Board, Committee are convened by the Chairman of the respective Committees.

**AUDIT COMMITTEE:**

The audit committee assists the board in the dissemination of financial information and in overseeing the financial and accounting processes in the Company. The terms of reference of the audit committee covers all matters specified in Reg.18 of the SEBI (LODR), 2015 and also those specified in section 177 of the Companies Act 2013. The terms of reference broadly include review of internal audit reports and action taken reports, assessment of the efficacy of the internal control systems/ financial reporting systems and reviewing the adequacy of the financial policies and practices followed by the company.

## ANJANI FINANCE LIMITED

The audit committee reviews the compliance with legal and statutory requirements, the quarterly and annual financial statements and related party transactions and reports its findings to the Board. The committee also recommends the appointment of internal auditor & statutory auditor. The audit committee takes note of any default in the payments to creditors and shareholders. The committee also looks into those matters specifically referred to it by the Board. The Audit Committee comprises of Two Independent Non Executive Director and One Executive Director.

During the period under review, four Audit Committee meetings were held respectively on 30-05-2015, 30-07-2015, 05-11-2015, and 04-02-2016.

The composition of the Audit Committee is as per Reg.18 of the SEBI (LODR), 2015 and attendance at its meetings is given hereunder:

Name of Director	Position	No. of Meetings	Meetings attended
Mr. Chhotelal Pathak	Chairman	4	4
Mr. Sanjay Kumar Agarwal	Member	4	4
Mrs. Kalpana Jain	Member	4	4

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company.

### **NOMINATION AND REMUNERATION COMMITTEE:**

The Remuneration Committee comprises of Two Independent Non Executive Director and One Executive Director.

During the period under review, Nomination and Remuneration Committee meetings were held on 30-05-2016.

Name of Director	Position	No. of Meetings	Meetings attended
Mr. Sanjay Kumar Agarwal	Chairman	1	1
Mr. Chhotelal Pathak	Member	1	1
Mrs. Kalpana Jain	Member	1	1

The remuneration committee has been constituted to recommend/review the remuneration package of the Managing/ Whole Time Directors based on performance and defined criteria.

### **SHAREHOLDERS'/INVESTORS' GRIEVANCE COMMITTEE:**

Mr. Sanjay Kumar Agarwal – Chairman, Mr. Chhotelal Pathak and Mrs. Kalpana Jain are members of the Committee. The Committee reviews the redressal of grievances of shareholders relating to transfer of shares, non-receipt of annual reports, non-receipt of dividend or revalidation of expired dividend warrants, recording the change of address, nomination, etc.

## ANJANI FINANCE LIMITED

### RISK MANAGEMENT COMMITTEE:

For the purpose of managing the risk, company had constituted the Risk Management Committee. During the financial year 2015-16 committee has met 1 (one) time i.e. 05.11.2015. Attendance of each Member at the Risk Management committee meeting held during the year :

Name of Director	Position	No. of Meetings	Meetings attended
Mr. Sanjay kumarAgarwal	Chairman	1	1
Mr. ChhotelalPathak	Member	1	1
Mrs. Kalpana Jain	Member	1	1

### INTERNAL COMMITTEE FOR SEXUAL HARSHMANET OF WOMEN AT THE WORKPLACE;

During the year under review, pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, which came into effect from 9 December 2013, the Company has framed a Policy on Prevention of Sexual Harassment at Workplace. There was no case reported during the year under review under the said policy.

Name and designation of Compliance Officer:

Ms. SONIYA SHRIVASTAVA, Company Secretary

No. of shareholders' complaints received during the year : Nil  
No. of complaints not resolved to the satisfaction of shareholders : Nil  
No. of pending Complaints : Nil  
No. of complaints resolved during the year : Nil

### 4. GENERAL BODY MEETING

Date, Time and Venue of the last three Annual General Meetings:

Year	Date	Time	Venue	No. Of special resolutions passed
2012-2013	25/09/13	03:00 PM	27, Mahavir Jain Society, Bapu Nagar, Ahmedabad	Mr. Satish Prasad Dhangar is appointed as the Managing Director of the Company
2013-2014	25/09/14	03:00 PM	144, Bajrang Nagar, Behind PashupatiNathMandirM.R. 9 Road, Indore-452011, Madhya Pradesh,	Appointment of Additional Director Mrs. Kalpana Jain as Woman Director of the
2014-2015	30/09/15	03:00 PM	144, Bajrang Nagar, Behind PashupatiNathMandirM.R. 9 Road, Indore-452011, Madhya Pradesh	No special Resolution Passed.

A. No extra-ordinary general meeting of the shareholders was held during the year.

B. During the year, the Company has not sought shareholders' approval through Postal Ballot.

**DISCLOSURES**

- A. The particulars of transactions between the Company and its related parties are set out at Notes to financial statements. However these transactions are not likely to have any conflict with the Company's interest.
- B. There were no penalties imposed nor strictures passed on the Company by any Stock Exchange, SEBI or any other Statutory Authority.
- C. The Board of Directors has adopted the Code of Conduct for Directors and Senior Management and the same has been placed on the Company's website. All Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct for the year under review.
- D. The Company has a Vigil (Whistle Blower) Mechanism to deal with any instance of fraud and mismanagement. The employees of the Company are free to report violations of any laws, rules, regulations and concerns about unethical conduct to the Audit Committee under this policy. The policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination with any person for a genuinely raised concern.
- E. The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.
- F. As required under SEBI (LODR), 2015, Certificate on Corporate Governance is provided in the Annual Report.
- G. As required by SEBI (LODR), 2015, certification on financial statements is provided in the Annual Report.
- H. Company is fully committed to the compliance of applicable mandatory requirement of regulations Under SEBI (LODR), 2015 as amended from time to time. The company submits quarterly Compliance Report to BSE in respect of Regulations applicable Under SEBI (LODR), 2015.

**1. MEANS OF COMMUNICATION**

- a. All financial results are immediately sent to stock exchanges after being taken on record by the Board.
- b. As per the requirements of Listing Agreement, Results are also published in leading in English and Hindinewspapers. These are not sent individually to the shareholders. The said results are also displayed at Company's web site.
- c. The Company's website contains a separate dedicated section named "Investors" where information for shareholders is available.

**2. GENERAL INFORMATION FOR SHAREHOLDERS AND INVESTORS**

The Company is registered in the State of Madhya Pradesh having Corporate Identification Number (CIN) as allotted by Ministry of Corporate Affairs (MCA) as L65910MP1989PLC032799.

**a) Annual General Meeting.**

**Date** : 30<sup>th</sup> September, 2016  
**Time** : 3.00 P.M.  
**Venue** : 144, Bajrang Nagar, Behind PashupatiNathMandir  
M.R. 9 Road, Indore-452011, Madhya Pradesh, India

**b) Financial Year**

Key financial reporting dates for the financial year 2016-2017 (tentative)

Quarter ending 30<sup>th</sup> June 2016 : Before 12<sup>th</sup> August 2016  
Quarter ending 30<sup>th</sup> September 2016 : Before 14<sup>th</sup> November 2016  
Quarter ending 31<sup>st</sup> December 2016 : Before 14<sup>th</sup> February 2017  
Quarter ending 31<sup>st</sup> March 2017 : Before 30<sup>th</sup> May 2017

**c) Date of Book Closure / Record Date** : 23-09-2016 to 30-09-2016(Both days inclusive)

**d) Dividend Payment Date** : Not Applicable

**e) Listing on Stock Exchange** : **Bombay Stock Exchange Ltd.(BSE)**  
PhirozeJeejeebhoy Towers Dalal Street,  
Mumbai – 400001

**Scrip Code** : 531878

**Demat ISIN No. for NSDL and CDSL** : INE283D01018

**f) Listing Fees to Stock Exchanges**

Company has paid listing fees in respect of financial year 2016-2017 to the Bombay Stock Exchange Limited.

**g) Custodial Fees to Depositories**

Company has paid Custodian Fees for the financial year 2016-17 to both depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**h) Share Price Data**

Month	The Bombay Stock Exchange Limited				
	Open Price ₹	High Price ₹	Low Price ₹	Close Price ₹	No. of Shares Traded
APR 2015	-	-	-	-	-
MAY 2015	6.34	6.60	5.23	5.23	1852
JUN 2015	5.1	5.1	3.25	3.25	3010
JUL 2015	-	-	-	-	-
AUG 2015	3.1	3.1	2.4	2.4	40540
SEP 2015	2.35	2.35	2.15	2.15	2.15
OCT 2015	2.15	2.15	2.15	2.15	8175
NOV 2015	2.05	2.10	1.95	2.10	27519
DEC 2015	2.12	2.12	2.12	2.12	23000
JAN 2016	2.15	2.15	2.15	2.15	5000
FEB 2016	2.25	2.36	2.25	2.30	31040
MAR 2016	2.35	2.36	2.35	2.36	8500

**i) Distribution of shareholding as on 31<sup>st</sup> March, 2016**

Number of Equity Shares held	SHAREHOLDER	%OF TOTAL HOLDERS	TOTALSHARES	% OF TOTAL SHARES
Up to 500	3367	89.7627	388314	3.8283
501-1000	96	2.5593	83654	0.8247
1001-2000	80	2.1328	134217	1.3232
2001-3000	33	0.8798	84860	0.8366
3001-4000	26	0.6931	96335	0.9497
4001-5000	38	1.0131	185738	1.8311
5001-10000	51	1.3596	423123	4.1715
10001 And Above	60	1.5996	8747059	86.2348
Total	3751	100	10143300	100.0000

**j) Dematerialization of Shares and Liquidity**

On March 31<sup>st</sup> 2016, nearly 85.34% of the shareholders of Company were holding shares in demat form. In the same way, Promoters & Promoters-group shareholding was also fully dematerialized. Brief position of Company's dematerialized shares is given below:

**l) SHARE TRANSFER SYSTEM**

All transfers of shares held in physical form are dealt by our Registrar and Share Transfer Agents. Presently the share transfers received in physical form are processed and registered within prescribed time periods (15) days from the date of receipt subject to the documents being valid and complete in all respects. Depositories control share transfers in Demat Mode. The Company obtains from a Company Secretary in Practice half yearly certificate of compliance in respect of compliance with share transfer

## ANJANI FINANCE LIMITED

formalities as required under Reg. 40(9) of the SEBI (LODR), 2015 with Stock Exchanges and files a copy of the certificate with the stock exchanges.

**a. Reconciliation of Share Capital Audit Report**

As stipulated by Securities and Exchange Board of India, Company is required to carry out Reconciliation of Share Capital Audit (RSCA) from a practicing Company Secretary. This audit is carried out every quarter and the report thereon of Practicing Company Secretary is submitted to the stock exchanges. The audit, inter alia, confirms that the total listed and paid-up capital of the company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

**b. Plant Location: Not Applicable**

**c. Prevention of Insider Trading:**

In January 2015, SEBI notified the SEBI (Prevention of Insider Trading) Regulations, 2015 which came into effect from May 15, 2015. Pursuant thereto, the Company has formulated and adopted a Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI) and revised existing Share Dealing Code for Prevention of Insider Trading. The code ensures that the employees deal in the shares of the Company only at a time when any price sensitive information that could be known to the employee is also known to the public at large. This code is applicable to every employee and director of the Company.

**m) Familiarisation Programme:**

The objective of a familiarization programme is to ensure that the non-executive directors are updated on the business environment and overall operations of the Company. This enables the non-executive directors to make better informed decisions in the interest of the Company and its stakeholders.

In compliance with the requirements of SEBI Regulations, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility as Directors, the working of the Company, nature of the industry in which the Company operates, business model etc.

A familiarization programme was conducted for non-executive directors on areas such as the core functions of the Company, overview of the industry, financials and the performance of the Company. An overview of the familiarization programme is placed on the Company's website.

**n) Going Concern:**

The directors are satisfied that the Company has adequate resources to continue its business for the foreseeable future and consequently consider it appropriate to adopt the going concern basis in preparing the financial statements.

**o) Separate Meeting of the Independent Directors:**

During the year, as per the requirement of Schedule IV of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, a separate meeting of the independent directors of the Company was held on February 04, 2016 without the attendance of non-independent directors and members of the management. All independent directors were present at the meeting, wherein they had inter alia; reviewed the performance of non-independent directors and the Board as a whole; reviewed the performance of the Chairman of the Company and assessed the quality, quantity and timeliness of flow of information between the company management and the Board.

## ANJANI FINANCE LIMITED

### Registered & Administrative Offices:

#### Registered Office

144, Bajrang Nagar, Behind PashupatiNathMandir,  
M.R. 9 Road, Indore-452011, Madhya Pradesh, India

### Address for Investor Correspondence:

In case any problem or query shareholders can contact at:

**Name** : Mrs. Soniya Shrivastav  
Company Secretary and Compliance officer  
**Address** : 144, Bajrang Nagar  
Behind PashupatiNathMandir.  
M.R. 9 Road,  
Indore-452011.  
**Phone** : 0731-2538617  
**Fax** : 0731-2548156  
**Email** : anjanifin@rediffmail.com

Shareholders may also contact Company's Registrar & Share Transfer Agent at:

**Name** : Link Intime India Private Limited  
**Address** : Unit No 303, 3rd Floor,  
Shoppers Plaza V, Opp. Municipal Market,  
Behind Shoppers Plaza II, Off C G Road,  
Ahmedabad-380009  
Gujarat, India  
**Phone** : +91 79 26465179  
**Fax** : +91 79 26465179  
**Email** : anjanifin@rediffmail.com  
**Website** : www.anjanifin.com

### COMPLIANCE WITH CODE OF BUSINESS AND ETHICS

I hereby declare that all the Board Members and Senior Management Personnel of the Company have affirmed the compliance with the provisions of the code of conduct for the year ended on 31<sup>st</sup> March, 2016.

**Place:** Indore  
**Date:** 28.05.2016

Sd/-  
(SatishDhangar)  
Managing Director  
(DIN: 06594368)

Sd/-  
(ChhotelalPathak)  
Director  
(DIN: 00505184)



**CEO/CFO CERTIFICATION**

To  
The Board of Directors  
Anjani Finance Limited

**I hereby certify that in accordance with Regulation 18(3) of SEBI (LODR) Regulations, 2015,**

- a. I have reviewed Financial Statements and the Cash Flow Statement for the year ended **31<sup>st</sup> March 2016** and that to the best of my knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps they have taken or propose to take to rectify these deficiencies.
- d. I have indicated to the auditors and the Audit committee –
- i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

On Behalf of the Board of Directors  
For Anjani Finance Limited

**Place:** Indore  
**Date:** 30.05.2016

Sd/-  
(Satish Dhangar)  
Managing Director  
(DIN: 06594368)

Sd/-  
(Dinesh Bhargava)  
CFO

**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To  
Members  
**Anjani Finance Limited**

We have examined the compliance of the conditions of Corporate Governance by Anjani Finance Limited for the year ended 31<sup>st</sup> March, 2016 as stipulated in Chapter IV of SEBI (LODR) Regulations, 2015 of the said Company with stock exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned listing agreement.

We state that in respect of investor grievances received during the year ended 31<sup>st</sup> March, 2016 no investor grievances are pending against the company for the period exceeding one month, as per the records maintained by the Company and presented to the Investors/Shareholders Grievance Committee. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**FOR, MahendraBadjatya & Co.,**  
Chartered Accountants  
ICAI FRN 001457C

**Place** : Indore  
**Date** : 28.05.2016

Sd/-  
**M.K Badjatya**  
Partner  
ICAI MNO 070578

**Annexure-F**

**Vigil-mechanism-or-whistle-blower-policy**

**1. Preamble**

Section 177 of the Companies Act, 2013 requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 also requires formulation of Vigil Mechanism.

The Company has adopted a Code of Conduct for Directors and Senior Management Personnel ("the Code"), which lays down the principles and standards that should govern the actions of the Directors and Senior Management Personnel.

Any actual or potential violation of the Code, howsoever insignificant or perceived as such, is a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases.

**2. Policy**

In compliance of the above requirements, ANJANI FINANCE LIMITED, (ANJANIFN), being a Listed Company has established a Vigil (Whistle Blower) Mechanism and formulated a Policy in order to provide a framework for responsible and secure Whistle Blowing / Vigil Mechanism.

**3. Policy Objectives**

The Vigil (Whistle Blower) Mechanism aims to provide a channel to the Directors and Employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the Codes of Conduct or policy.

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations and in order to maintain these standards, the Company encourages its employees who have genuine concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment.

The mechanism provides for adequate safeguards against victimization of Directors and employees to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

This neither releases employees from their duty of confidentiality in the course of their work nor can it be used as a route for raising malicious or unfounded allegations about a personal situation.

#### **4. Definitions**

- 4.1 “Protected Disclosure”** means a written communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under the title “SCOPE OF THE POLICY” with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.
- 4.2 “Subject”** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 4.3 “Vigilance Officer”** for the purpose of this policy shall be Company Secretary of the Company as appointed from time to time, to receive protected disclosures from whistle blowers, maintaining records thereof, placing the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.
- 4.4 “Whistle Blower”** is a Director or Employee who makes a Protected Disclosure under this Policy and also referred in this policy as complainant.

#### **5. Scope**

The Policy is an extension of the Code of Conduct for Directors & Senior Management Personnel and covers disclosure of any unethical and improper or malpractices and events which have taken place / suspected to take place involving:

1. Breach of the Company’s Code of Conduct
2. Breach of Business Integrity and Ethics
3. Breach of terms and conditions of employment and rules thereof
4. Intentional Financial irregularities, including fraud, or suspected fraud
5. Deliberate violation of laws / regulations
6. Gross or Willful Negligence causing substantial and specific danger to health, safety and environment
7. Manipulation of company data / records
8. Pilferation of confidential / propriety information
9. Gross Wastage / misappropriation of Company funds / assets

#### **6. Eligibility**

All Directors and Employees of the Company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

**7. Procedure**

All Protected Disclosures should be reported in writing by the complainant as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same and should either be typed or written in a legible handwriting in English.

The Protected Disclosure should be submitted under a covering letter signed by the complainant in a closed and secured envelope and should be super scribed as “Protected Disclosure under the Whistle Blower Policy” or sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, the protected disclosure will be dealt with as if a normal disclosure.

All Protected Disclosures should be addressed to the Vigilance Officer of the Company or to the Chairman of the Audit Committee in exceptional cases.

The contact details of the Vigilance Officer are as under:-

Name and Address-                        Mrs. SONIYA SHRIVASTAVA,  
Company Secretary & Compliance Officer,  
ANJANI FINANCE LIMITED,  
144, BAJRANG NAGAR, BEHIND PASHUPATI NATH MANDIR  
M.R. 9 ROAD, INDORE - MP 452011 INDIA.  
Tel: 0731-2538617 Fax: 0731-2548156, Email:

In order to protect the identity of the complainant, the Vigilance Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name / address on the envelope nor enter into any further correspondence with the Vigilance Officer.

Anonymous / Pseudonymous disclosure shall not be entertained by the Vigilance Officer.

On receipt of the protected disclosure the Vigilance Officer shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

**8. Investigation**

All Protected Disclosures under this policy will be recorded and thoroughly investigated. The Vigilance Officer will carry out an investigation either himself / herself or by involving any other Officer of the Company before referring the matter to the Audit Committee of the Company.

The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other / additional Officer of the Company and / or Committee and / or an outside agency for the purpose of investigation.

The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.

The investigation shall be completed normally within 90 days of the receipt of the protected disclosure and is extendable by such period as the Audit Committee deems fit.

Any member of the Audit Committee or other officer having any conflict of interest with the matter shall disclose his / her concern / interest forthwith and shall not deal with the matter.

#### **9. Decision and Reporting**

If an investigation leads to a conclusion that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the Board of Directors of the Company to take such disciplinary or corrective action as it may deem fit.

Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the Subject to the Vigilance Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

#### **10. Confidentiality**

The complainant, Vigilance Officer, Members of Audit Committee, the Subject and everybody involved in the process shall, maintain confidentiality of all matters under this Policy, discuss only to the extent or with those persons as required under this policy for completing the process of investigations and keep the papers in safe custody.

#### **11. Protection**

No unfair treatment will be meted out to a Whistle Blower by virtue of his / her having reported a Protected Disclosure under this policy. Adequate safeguards against victimization of complainants shall be provided. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

## **ANJANI FINANCE LIMITED**

The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. Any other employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

### **12. Disqualifications**

While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious, shall be liable to be prosecuted.

### **13. Access to Chairman of the Audit Committee**

The Whistle Blower shall have right to access the Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

Mr. Chhotelal Pathak  
Chairman of the Audit Committee  
Contact: +91 0731- 2538617, Email: anjanifin@rediffmail.com

### **14. Communication**

Directors and Employees shall be informed of the Policy by publishing on the notice board and the website of the Company.

### **15. Retention of Documents**

All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 5 (five) years or such other period as specified by any other law in force, whichever is more.

### **16. Amendment**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Directors and Employees unless the same is not communicated to them.

**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF  
ANJANI FINANCE LIMITED**

**REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying Standalone Financial Statements of **Anjani Finance Limited** ('the Company'), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143 (10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.



**OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, its profit and its cash flows for the year ended on that date.

**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**", a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on March 31 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"; and
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - a. The Company has disclosed the impact, if any, of pending litigations as at March 31, 2016 on its financial position in its financial statements.
    - b. The Company has no material foreseeable losses on long-term contracts including derivative contracts as required under the applicable laws or accounting standards;
    - c. There is no amount, required to be transferred, to the Investor Education and Protection Fund by the Company.

Statutory Auditors  
**FOR MAHENDRA BADJATYA & CO**  
**CHARTERED ACCOUNTANTS**  
**ICAI FRN 001457C**  
Sd/-  
**CA M.K BADJATYA**  
**PARTNER**  
**ICAI MNO 070578**

**PLACE: INDORE**  
**DATE: 28/05/2016**

**Annexure - A to the Independent Auditors' Report**

The Annexure required under CARO, 2016 referred to in our Report to the members of the **Anjani Finance Limited** ("the Company") for the year ended March 31<sup>st</sup> 2016, and according to information and explanations given to us, we report as under:

- (i) (a) The company has maintained adequate records on computer showing general particulars, including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year in accordance with a regular programme of verification which, in our opinion is reasonable having regard to the size of the company and the nature of its assets. The discrepancies noticed on such verification which were not material have been properly dealt with in the books of account.
- (c) The company does not have any immovable property, therefore the requirements of this clause is not applicable to the company.
- (ii) The nature of the company's business is such that it is not required to hold any inventories.
- (iii) The company is a registered Non Banking Financial company (NBFC) and during the ordinary course of its business the company has granted certain unsecured loans amounting in aggregate to `12410653/- to the parties covered in the register maintained U/s 189 of the Companies Act, 2013 and,
  - (a) The terms and conditions of the grant of such loans are not prejudicial to the interest of the company.
  - (b) The schedule of repayment of the principal and payment of interest has not been stipulated however the repayment of such loans is received on the basis of mutual understanding.
  - (c) In the absence of any stipulation as to repayment, the element of overdue amount cannot be ascertained.
- (iv) The company is a registered Non Banking Financial company (NBFC) and provided loans in its ordinary course of business and in respect of such loans the interest is charged over and above the bank rate declared by Reserve Bank of India (RBI). Accordingly in our opinion the provisions of section 185 of the companies act, 2013 are complied with. The provisions of the section 186 of the companies act, 2013 are not applicable to the company.
- (v) The company has neither invited nor accepted any deposits from the public during the period under audit. As such requirement of clause (v) of the aforesaid order is not applicable.
- (vi) Since the company is a registered NBFC company and is carrying on the business of financial services therefore the requirement of maintenance of cost records under sub section (1) of section 148 of the Companies Act 2013 are not applicable to the company.

## ANJANI FINANCE LIMITED

- (vii)(a) According to the records of the Company, it is generally regular in depositing undisputed statutory dues including Provident Fund, Employees state insurance, Income Tax, Sales tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues, whichever is applicable to the company with the appropriate authorities during the year and no undisputed amounts were outstanding as at 31st March, 2016 for a period of more than six months, from the date they become payable.
- (b) According to the information and explanation given to us, there are no dues of Income Tax, Sales tax, Service Tax, Duty of Custom, Duty of Excise, Value Added Tax, Cess and any other statutory dues which have not been deposited on account of any dispute.
- (viii) The company has not taken any loan from any financial institution or bank or from debenture holders.
- (ix) During the year under report the company has not raised any money by way of initial public offer or further public offer (including debt instruments) and also not obtained any term loan.
- (x) Based upon the audit procedures performed, during the year no fraud by the company or on the company by its officers or employees has been noticed or reported during the course of our audit;
- (xi) To the best of our knowledge and belief and according to the information and explanation given to us, managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the act.
- (xii) In our opinion the company is not a Nidhi company. Accordingly, paragraph 3(xii) of the order is not applicable.
- (xiii) In our opinion, All the transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 wherever applicable and the details have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) To the best of our knowledge and belief, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Consequently, requirements of clause (xiv) of paragraph 3 of the order are not applicable.
- (xv) In our opinion, the company has not entered into any non cash transaction with directors or persons connected with him. Accordingly, paragraph 3(xv) of the order is not applicable.
- (xvi) According to the information & explanations given to us the company is a registered NBFC company U/s 45IA of the Reserve Bank of India Act, 1934 vide registration no **B-03.00173** dated **24/11/14** in category of **Non-Banking Financial Institution without accepting public deposit** and accordingly the company is carrying on financial Services business.

**Statutory Auditors  
FOR MAHENDRA BADJATYA & CO  
CHARTERED ACCOUNTANTS  
ICAI FRN 001457C**

Sd/-

**CA M.K BADJATYA  
PARTNER  
ICAI MNO 070578**

**DATE : 28/05/2016  
PLACE: INDORE**

**Annexure - B to the to the Independent Auditors' Report**

**Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **Anjani Finance Limited** ("the Company") as of March 31, 2016 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Statutory Auditors  
FOR MAHENDRA BADJATYA & CO  
CHARTERED ACCOUNTANTS  
ICAI FRN 001457C**

Sd/-  
**CA M.K BADJATYA  
PARTNER  
ICAI MNO 070578**

**DATE : 28/05/2016  
PLACE: INDORE**

**ANJANI FINANCE LIMITED**

**ANJANI FINANCE LIMITED  
BALANCE SHEET AS AT 31ST MARCH, 2016**

(Amount in ₹)

Particulars	Note No.	2015-16	2014-15
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	"1"	101433000	101433000
(b) Reserves and Surplus	"2"	16303965	14286459
<b>(2) Non-Current Liabilities</b>			
(a) Long Term Borrowings	"3"	36744083	33378283
(b) Deferred Tax Liabilities (Net)		167620	160428
<b>(3) Current Liabilities</b>			
(a) Trade Payables	"4"	0	117899
(b) Other Current Liabilities	"5"	475067	469764
(c) Short Term Provisions	"6"	10547	90224
<b>Total</b>		<b>155134282</b>	<b>149936057</b>
<b>II. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets			
Tangible Assets	"7"	2127696	2370888
(b) Non Current Investments	"8"	103663500	103663500
(c) Long Term Loans and Advances	"9"	43196236	32765334
<b>(2) Current assets</b>			
(a) Trade Receivables	"10"	2588252	985139
(b) Cash and Cash Equivalents	"11"	773011	8114769
(c) Short Term Loans and Advances	"12"	2785587	2036427
<b>Total</b>		<b>155134282</b>	<b>149936057</b>

Significant Accounting Policies & Additional Notes On Accounts Forming an Integral Part Of These Financial Statements

"18"

**For and on behalf of Board of Directors**

Sd/-  
(SATISH PRASAD DHANGAR)  
Chairman & M.D.  
(DIN: 06594368)

Sd/-  
(SANJAY KUMAR AGARWAL)  
Director  
(DIN: 00023611)

As per our report of even date attached  
**Statutory Auditors**  
For: MAHENDRA BADJATYA & CO  
CHARTERED ACCOUNTANTS  
ICAI FRN 001457C

Sd/-  
(CS SONIYA SHRIVASTAVA)  
Company Secretary

Sd/-  
(DINESH BHARGAVA)  
Chief Financial Officer

Sd/-  
CA M.K BADJATYA  
PARTNER  
ICAI MNO 070578

PLACE: INDORE  
DATE: 28/05/2016

**ANJANI FINANCE LIMITED**

**ANJANI FINANCE LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2016**

(Amount in ₹)

<b>Particulars</b>	<b>Note No.</b>	<b>2015-16</b>	<b>2014-15</b>
<b><u>INCOME</u></b>			
Revenue From Operations	"13"	9512258	10679158
<b>Total Revenue</b>		<b>9512258</b>	<b>10679158</b>
<b><u>EXPENSES</u></b>			
Finance Costs	"14"	3714308	4548489
Employee Benefit Expenses	"15"	740850	759400
Other Expenses	"16"	1840994	1410063
Depreciation	"8"	243192	519187
<b>Total Expenses</b>		<b>6539344</b>	<b>7237138</b>
<b>Profit Before Exceptional &amp; Extraordinary Items &amp; Tax</b>		<b>2972914</b>	<b>3442020</b>
Exceptional Items			
Earlier Year Expenses	"17"	240529	0
<b>Profit Before Extraordinary Items &amp; Tax</b>		<b>2732385</b>	<b>3442020</b>
Extraordinary Items			
Provision on Standard Assets		173479	0
<b>Profit Before Tax</b>		<b>2558906</b>	<b>3442020</b>
Tax Expenses:			
(a) Current Tax (MAT)		520708	0
(b) Deferred Tax Provided (Written Back)		7192	(68476)
<b>Profit For The Year</b>		<b>2031006</b>	<b>3510496</b>
Earning per equity share of ₹10/- each (Basic & Diluted)(')			
		0.20	0.35

Significant Accounting Policies & Additional Notes On  
Accounts Forming an Integral Part Of These Financial  
Statements

"18"

**For and on behalf of Board of Directors**

Sd/-  
(SATISH PRASAD DHANGAR)  
Chairman & M.D.  
(DIN: 06594368)

Sd/-  
(SANJAY KUMAR AGARWAL)  
Director  
(DIN: 00023611)

As per our report of even date attached  
**Statutory Auditors**  
For: MAHENDRA BADJATYA & CO  
CHARTERED ACCOUNTANTS  
ICAI FRN 001457C

Sd/-  
(CS SONIYA SHRIVASTAVA)  
Company Secretary

Sd/-  
(DINESH BHARGAVA)  
Chief Financial Officer

Sd/-  
CA M.K BADJATYA  
PARTNER  
ICAI MNO 070578

PLACE: INDORE  
DATE: 28/05/2016

**ANJANI FINANCE LIMITED**
**ANJANI FINANCE LIMITED  
CASH FLOW STATEMENT AS ON 31st MARCH, 2016**

(Amount in ₹)

<b>PARTICULARS</b>	<b>2015-16</b>	<b>2014-15</b>
<b>(A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Income Tax & Extra Ordinary Items	2558906	3442020
<b>Add : Adjustment for</b>		
Interest & Finance Charges Paid	3714308	759400
Provision for NPA	173479	0
Depreciation	243192	519187
	4130979	1278587
<b>Less : Adjustment For</b>		
Income Tax Provision	714572	0
Interest received	1200562	6114040
	1915134	6114040
<b>Operating Profit Before Working capital changes</b>	<b>4774751</b>	<b>(1393433)</b>
<b>Add : Adjustment For</b>		
Increase in other current Liabilities	5303	(1937732)
	5303	(1937732)
<b>Less : Adjustment For</b>		
Increase in Trade Receivables	1603113	459679
Increase in Short Term Loans and Advances	648473	(211926)
Increase In Long Term Loans and Advances	10604381	(14397765)
Decrease in Trade Payables	117899	0
	12973866	(14150012)
<b>Operating Profit After Working capital changes</b>	<b>(8193812)</b>	<b>10818847</b>
Less: Direct Taxes Paid	0	599826
<b>Net Cash Flow from Operating Activities</b>	<b>(A) (8193812)</b>	<b>10219021</b>
<b>(B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Sales / (Purchase) of Fixed Assets	0	0
<b>Net Cash Flow From Investing Activities</b>	<b>(B) 0</b>	<b>0</b>
<b>(C) CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from Borrowings	3365800	0
Repayment of Loans	0	7821475
Interest & Finance Charges Paid	3714308	4548489
Interest received	1200562	6114040
<b>Net Cash Flow From Financing Activities</b>	<b>(C) 852054</b>	<b>(6255924)</b>
<b>Net Increase/Decrease in Cash (A+B+C)</b>	<b>(7341758)</b>	<b>3963097</b>
Cash & Cash Equivalents at the Beginning of the Year	8114769	362583
<b>Cash &amp; Cash Equivalents at the Close of the Year</b>	<b>773011</b>	<b>8114769</b>

For and on behalf of Board of Directors

 Sd/-  
**(SATISH PRASAD DHANGAR)**  
 Chairman & M.D.  
 (DIN: 06594368)

 Sd/-  
**(SANJAY KUMAR AGARWAL)**  
 Director  
 (DIN: 00023611)

As per our report of even date attached

**Statutory Auditors**  
 For: **MAHENDRA BADJATYA & CO**  
**CHARTERED ACCOUNTANTS**  
 ICAI FRN 001457C

 Sd/-  
**(CS SONIYA SHRIVASTAVA)**  
 Company Secretary

 Sd/-  
**(DINESH BHARGAVA)**  
 Chief Financial Officer

 Sd/-  
**CA M.K BADJATYA**  
**PARTNER**  
 ICAI MNO 070578

 PLACE: INDORE  
 DATE: 28/05/2016



# ANJANI FINANCE LIMITED

## ANJANI FINANCE LIMITED

### NOTE - 1 SHARE CAPITAL

(Amount in ₹)

Particulars	2015-16		2014-15	
	Number	₹	Number	₹
<b>Authorised</b> Equity Shares of ₹10 each.	10500000	105000000	10500000	105000000
<b>Issued</b> Equity Shares of ₹10 each.	10143300	101433000	10143300	101433000
<b>Subscribed &amp; Paid up</b> Equity Shares of ₹10 each.	10143300	101433000	10143300	101433000
	<b>10143300</b>	<b>101433000</b>	<b>10143300</b>	<b>101433000</b>

Note: The Company has only one class of Equity share, each equity Share is entitled for one vote.

Reconciliation of number of Equity Shares outstanding and the amount of share capital as at the beginning and at the end of the Year.

Particulars	2015-16		2014-15	
	Number	₹	Number	₹
Shares outstanding at the beginning of the year	10143300	101433000	10143300	101433000
Shares Issued during the year	0	0	0	0
Shares bought back during the year	0	0	0	0
Shares outstanding at the end of the year	10143300	101433000	10143300	101433000

Details of shareholders holding more than 5% of shares of the company

Particulars	2015-16		2014-15	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Deepesh Farms and Plantations Pvt. Ltd	978241	9.64%	978241	9.64%
Agarwal Dal Mills Pvt Ltd.	934250	9.21%	858270	8.46%
Nakhrali Dhani Hotels Pvt. Ltd.	867789	8.56%	829533	8.18%
Agarwal Coal Industries Pvt. Ltd.	924472	9.11%	924472	9.11%
Sanjana Club & Resorts Pvt. Ltd.	940095	9.27%	940095	9.27%
Chair Finance & Investments Pvt. Ltd.	776685	7.66%	450000	4.44%

(Amount in `)

Particulars	2015-16	2014-15
-------------	---------	---------

### NOTE - 2 RESERVES AND SURPLUS

#### a) NBFC Reserve

Balance as per Last Year	2947504	2245405
(+) Addition During the year	406201	702099
Closing Balance	3353705	2947504

#### b) Surplus

Opening Balance in Profit & Loss Account	11338955	8546413
(+) Net Profit for the year	2031006	3510496
(-) Transferred to NBFC Reserve	406201	702099
(-) Adjustment for Earlier Year Excess Tax	13500	0
(-) Adjustment on Account of Depreciation	0	15855
Closing Balance	12950260	11338955

TOTAL

16303965

14286459

**ANJANI FINANCE LIMITED**

**ANJANI FINANCE LIMITED**

**NOTE - 3**

**LONG TERM BORROWINGS**

(Amount in ₹)

<u>Particulars</u>	<u>2015-16</u>	<u>2014-15</u>
<b><u>Unsecured</u></b>		
<b><u>From Company (Related party)</u></b>		
Chameli Enterprises Pvt. Ltd.	36744083	33378283
<b>TOTAL</b>	<b>36744083</b>	<b>33378283</b>

**NOTE - 4**

**TRADE PAYABLES**

(Amount in `)

<u>Particulars</u>	<u>2015-16</u>	<u>2014-15</u>
Sundry Creditors	0	117899
<b>TOTAL</b>	<b>0</b>	<b>117899</b>

**NOTE - 5**

**OTHER CURRENT LIABILITIES**

(Amount in `)

<u>Particulars</u>	<u>2015-16</u>	<u>2014-15</u>
Outstanding Liabilities for Expenses		
- General	96825	35000
- Statutory	378242	434764
<b>TOTAL</b>	<b>475067</b>	<b>469764</b>

**NOTE - 6**

**SHORT TERM PROVISIONS**

(Amount in `)

<u>Particulars</u>	<u>2015-16</u>	<u>2014-15</u>
Provision For Income Tax (MAT)	520708	701072
Less: TDS Receivable	510161	610848
<b>TOTAL</b>	<b>10547</b>	<b>90224</b>

**FIXED ASSETS**

**ANJANI FINANCE LIMITED**

NOTE-7

(Amount in ₹)

S.No.	TYPE OF ASSETS	GROSS BLOCK				ACCUMULATED DEPRECIATION				NET BLOCK	
		BALANCE AS ON 01-04-2015	ADDITION AMOUNT	DEDUC-TION AMOUNT	BALANCE AS ON 31-03-2016	BALANCE UPTO 01-04-2015	FOR THE YEAR 2015-16	DEDUCTION	BALANCE UPTO 31-03-2016	AS AT 31-03-2016	AS AT 31-03-2015
1	WIND ENERGY CONVERTER	21152345	0	0	21152345	19640741	38798	0	19679539	1472806	1511604
2	COMPUTER	285716	0	0	285716	275858	0	0	275858	9858	9858
3	FURNITURE & FIXTURE	398690	0	0	398690	265457	21130	0	286587	112103	716193
4	VEHICLE	3910433	0	0	3910433	3194240	183264	0	3377504	532929	133233
	<b>CURRENT YEAR</b>	<b>25747184</b>	<b>0</b>	<b>0</b>	<b>25747184</b>	<b>20182056</b>	<b>243192</b>	<b>0</b>	<b>23619488</b>	<b>2127696</b>	<b>2370888</b>
	<b>PREVIOUS YEAR</b>	<b>25747184</b>	<b>0</b>	<b>0</b>	<b>25747184</b>	<b>22841523</b>	<b>519187</b>	<b>15855</b>	<b>20182056</b>	<b>2370888</b>	<b>2905931</b>

**ANJANI FINANCE LIMITED****ANJANI FINANCE LIMITED****NOTE-8****NON CURRENT INVESTMENTS**

<u>Particulars</u>	<u>Face Value</u>	<u>2015-16</u>		<u>2014-15</u>	
		<u>No. of Shares/De</u>	<u>Amount</u>	<u>No. of Shares/De</u>	<u>Amount</u>
(Amount in ₹)					
<b>Investment in Equity Instruments</b>					
<b>(Unquoted, Fully paid up, at Cost)</b>					
<b><u>IN ASSOCIATES</u></b>					
Chameli Devi Flour Mills Pvt. Ltd.	10	389000	73655000	389000	73655000
<b>TOTAL (A)</b>		----	<b>73655000</b>	----	<b>73655000</b>
<b><u>IN RELATED PARTIES</u></b>					
Agarwal Transport Corp. Pvt. Ltd.	10	100	8500	100	8500
Chair Finance & Investments Pvt. Ltd.	10	187500	30000000	187500	30000000
<b>TOTAL (B)</b>		----	<b>30008500</b>	----	<b>30008500</b>
<b>GRAND TOTAL (A+B)</b>			<b>103663500</b>		<b>103663500</b>

**NOTE-9****LONG TERM LOANS AND ADVANCES**

(Amount in ₹)

<u>Particulars</u>	<u>2015-16</u>	<u>2014-15</u>
<b><u>(Unsecured, considered good, unless otherwise stated)</u></b>		
<b>Standard Asset</b>		
Related Parties	12410653	5064216
Others	30959062	27701118
Less: Provision on Standard Assets	173479	0
<b>TOTAL</b>	<b>43196236</b>	<b>32765334</b>

ANJANI FINANCE LIMITED**NOTE-10****TRADE RECEIVABLES**

(Amount in ₹)

<u>Particulars</u>	<u>2015-16</u>	<u>2014-15</u>
<b>(Unsecured, Considered good)</b>		
Overdue for more than six months	0	0
Others	2588252	985139
<b>TOTAL</b>	<b>2588252</b>	<b>985139</b>

**NOTE-11****CASH AND CASH EQUIVALENTS**

(Amount in ₹)

<u>Particulars</u>	<u>2015-16</u>	<u>2014-15</u>
<b>Balances with Banks</b>		
<u>In Current Account</u>	(8564)	5819584
<u>In FD Account</u>	686332	2265067
<b>Cash on Hand</b>	95243	30118
<b>TOTAL</b>	<b>773011</b>	<b>8114769</b>

**NOTE-12****SHORT TERM LOANS AND ADVANCES**

(Amount in ₹)

<u>Particulars</u>	<u>2015-16</u>	<u>2014-15</u>
<b><u>(Unsecured, Considered Good, unless otherwise stated)</u></b>		
Advances Receivable in Cash or in Kind or for value to be received	785056	21636
Income Tax Refundable	686008	686008
Enercon (India) Limited - Daman	0	14260
MAT Credit Receivable	1314523	1314523
<b>TOTAL</b>	<b>2785587</b>	<b>2036427</b>

**NOTE-13****REVENUE FROM OPERATIONS**

(Amount in ₹)

<u>Particulars</u>	<u>2015-16</u>	<u>2014-15</u>
<b>Income from Finance Activities</b>		
Interest from Related Parties	1200562	730108
Interest from Others	3901034	5379489
Interest on Bank FD	9291	4443
<b>Income from Wind Mill</b>		
Wind Power Sale	4401371	4565118
<b>TOTAL</b>	<b>9512258</b>	<b>10679158</b>

**ANJANI FINANCE LIMITED****ANJANI FINANCE LIMITED****NOTE-14****FINANCE COSTS****(Amount in ₹)**

<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>
<b>Interest Expenses</b>		
Interest to Others	3710883	4545131
<b>Other Borrowing Cost</b>		
Bank Charges	3425	3358
<b>TOTAL</b>	<b>3714308</b>	<b>4548489</b>

**NOTE-15****EMPLOYEES BENEFIT EXPENSES****(Amount in ₹)**

<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>
<b>Salaries, Bonus and Incentives</b>		
Directors	113400	91000
Other Key Managerial Personnel	326800	153000
Others	300650	515400
<b>TOTAL</b>	<b>740850</b>	<b>759400</b>

**NOTE-16****OTHER EXPENSES****(Amount in ₹)**

<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>
<b>Administrative Expenses</b>		
Advertisement & Publicity	86494	87806
Auditors Remuneration		
- Audit Fees	20000	60000
- Tax Audit Fees	10000	10000
- Certification & Other Charges	20250	19888
Conveyance Expenses	22420	17495
Directors Remuneration	105000	84000
Legal & Professional Expenses	43590	367832
Listing Fees	224720	112360
Office Rent (Related Party)	81840	327360
Other Miscellaneous Expenses	72973	109408
Rates Taxes and Insurance	27786	28979
Repairs & Maintenance (Others Assets)	27693	69074
Share Transfer Charges	161773	67416
Stationery & Printing	24902	46765
Telephone Expenses	1505	1680
Windmill Operation & Maintenance Charges	910048	0
<b>TOTAL</b>	<b>1840994</b>	<b>1410063</b>

**NOTE-17****EARLIER YEAR EXPENSES****(Amount in ₹)**

<b>Particulars</b>	<b>2015-16</b>	<b>2014-15</b>
Windmill Operation & Maintenance Charges	240529	0

**ANJANI FINANCE LIMITED**

**NOTE-18**

**SIGNIFICANT ACCOUNTING POLICIES AND ADDITIONAL NOTES ON ACCOUNTS FORMING AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS**

**(A) SIGNIFICANT ACCOUNTING POLICIES**

**1) BASIS OF ACCOUNTING**

These Financial Statements have been prepared in accordance with generally accepted accounting principles and specified standards in India under the historical cost convention generally on accrual basis and in accordance with applicable accounting standards as prescribed U/s 133 of the Companies Act, 2013 read with rule 7 of Companies (Accounts) Rules, 2014 along with the applicable guidelines issued by Reserve Bank of India ("RBI").

**2) USE OF ESTIMATES**

The preparation of financial statements in conformity with GAAP requires the management to make estimates and assumption that affect reported balances of assets and liabilities and the disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the period. Differences between actual results and estimates are recognized in the period in which the results are known / materialize.

**3) REVENUE RECOGNITION**

- (a) Income from Loan transactions is accounted for by applying the interest rate implicit in such contract. The interest is not recognized as income on ascertained NPA as per RBI norms.
- (b) Dividend Income is recognized as income on receipt basis.
- (c) Revenue from windmill energy generation is accounted for on the basis of the billing to Rajasthan Power Procurement Company as per the Purchase of Power Agreement entered into with them.

**4) FIXED ASSETS**

Fixed assets are stated at cost less accumulated depreciation.

**5) DEPRECIATION**

The company has adopted the overall useful life of its assets Pursuant to the provisions of section 123 read with schedule II part C of the Companies Act, 2013, and accordingly the depreciation is charged on straight line method basis.

**6) RECOGNITION OF NPA**

Non Performing Assets (NPA) if any, is recognised as per the prudential norms of NBFC rules and Regulations of Reserve Bank of India.

**7) TRADE RECEIVABLES:**

The outstanding overdue for more than six months are shown in case wherever applicable as per stipulation.

**8) INVESTMENTS**

Investments classified as Long Term Investments are stated at cost. Adequate provision against diminution in the value of Investment is made wherever applicable.

**9) TAXATION:**

Provision for current tax, if any, is made on the basis of estimated taxable income for the accounting year in accordance with the Income Tax Act, 1961. Deferred tax liability is calculated and provided, if any, in accordance with AS-22, deferred tax asset, if any, is ignored as a matter of prudence.

**10) CONTINGENT LIABILITIES:**

Contingent liabilities as defined in the accounting standards 29 on "Provisions, Contingent Liabilities and Contingent Assets" are disclosed by way of notes on accounts. Disclosure is not made if the possibilities of the future economic benefit/obligations, claims are remote. Provision is made if it is probable that an outflow of future economic benefit/claims will be required to settle the obligation.

**11) SEGMENT REPORTING:**

The company has identified its operations into two major Businesses: Financial/Investment Activity and Wind Mill Energy Generation. The Company has identified its major operations into single geographical area that is within India.

## ANJANI FINANCE LIMITED

### (B) ADDITIONAL NOTES ON ACCOUNTS

#### 1) Contingent Liabilities:

Particulars	2015-2016 (₹)	2014-2015 (₹)
Disputed demand of Income Tax for AY 2012-13 (Appeal at Appellate Tribunal) not accounted for	0	359020

2) In accordance with AS-13, the long term investments held by the company are to be carried at cost. All the investments of the company have been considered by the management to be of long term nature.

#### 3) Basic & Diluted EPS as per AS-20:

Particulars	2015-2016 (₹)	2014-2015 (₹)
Profit for the Peirod (After Tax)	2031006	3510496
No. of Equity Shares outstanding	10143300	10143300
No. of Equity Shares as per time weighted average	10143300	10143300
Basic Earnings Per Share on weighted average no. of shares	0.20	0.35
Diluted Earning per share	0.20	0.35

#### 4) Deferred Tax Liability as per AS-22:

Particulars	2015-2016 (₹)	2014-2015 (₹)
WDV as per Company Law	2127696	2370888
WDV as per Income Tax	1585237	1851705
Timing Difference of Depreciation	542459	519183
Accumulated Deferred Tax Liability @ 30.90%	167620	160428
Less: Liability Already Provided	160428	228904
Balance Liability provided / (written off) during the year	7192	(68476)

#### 5) Auditor's Remuneration (Excluding Service tax)

Particulars	2015-2016 (₹)	2014-2015 (₹)
a) For Audit Fee	20000	60000
b) For Tax Audit Fee	10000	10000
c) Certification & Other Charges	20250	19888
<b>TOTAL</b>	<b>50250</b>	<b>89888</b>

#### 6) As per AS-23, the disclosure in respect of associate company are as under:-

- (a) The Company has an investment under equity method in an entity namely Chamelidevi Flourmills Pvt. Ltd., a company incorporated in India.
- (b) The ownership interest and voting power of the company in terms of total subscribed and paid up share capital in the associate is 31.49% amounting to ₹736.55 Lacs which is the carrying amount that appears under Investment head in the balance sheet of the company. Accordingly as per AS-21, the Consolidated Financial Statements shall be prepared separately.

#### 7) Segment Reporting :-

Based on the accounting principles given in AS - 17 "Segment Reporting" issued by the Institute of Chartered Accountants of India, the size of operation of wind power segment comes under Reportable segment. Accordingly the segment reporting stands as under :

Primary Business Segments	Financial/Investment Activity		Wind Energy Generation		Total	
	2015-2016 (₹)	2014-2015 (₹)	2015-2016 (₹)	2014-2015 (₹)	2015-2016 (₹)	2014-2015 (₹)
<b>Revenue</b>						
External Revenue	1200562	6114040	4401371	4565118	5601933	10679158
Inter Segment Revenue	-	-	-	-	-	-
<b>Total Revenue</b>	<b>1200562</b>	<b>6114040</b>	<b>4401371</b>	<b>4565118</b>	<b>5601933</b>	<b>10679158</b>
<b>Segment Result</b>						
Profit Before Tax	(629560)	(1083676)	3188466	4525696	2558906	3442020
Provision for Taxes	527900	(68476)	-	-	527900	(68476)
<b>Profit or Loss after Taxes</b>	<b>(1157460)</b>	<b>(1015200)</b>	<b>3188466</b>	<b>4525696</b>	<b>2031006</b>	<b>3510496</b>
<b>Other Information</b>						
Segment Assets	151490226	148010250	4848404	2536655	156338630	150546905
Segment Liabilities	37907478	34827446	-	-	37907478	34827446
Capital Expenditure	-	-	-	-	-	-
Depreciation	204394	472338	38798	46849	243192	519187

## ANJANI FINANCE LIMITED

8) As per Accounting Standard 18, the disclosure of transactions with the related parties is given below:

(i) List of related parties where control exists and related parties with whom transactions have taken place and relationships:

a) Key Management Personnel:

1. Mr. Sanjay Kumar Agarwal - Independent Director
3. Mr. Satish Prasad Dhangar - Chairman & M.D.
5. Mrs. Kalpana Jain - Woman Director
7. Mr. Mayank Jain - Company Secretary

2. Mr. Chhotelal Pathak - Independent Director
4. Mr. Dinesh Bhargava - Chief Financial Officer
6. Mrs. Soniya Shrivastava - Company Secretary

b) Associates:

1. Chamelidevi Flour Mills Pvt. Ltd.

c) Related Concern:

1. Commander Industries Pvt. Ltd.
2. Chameli Enterprises Pvt. Ltd.

d) The above information regarding related parties have been determined to the extent such parties have been identified on the basis of information available with the Company.

### (ii) Transactions with Related Parties

Name of the Party	Relationship	Nature of Transaction	Volume of transaction (₹)	Amount Outstanding (₹)
Chameli Enterprises Pvt. Ltd.	Related Concern	Unsecured Loan Taken	826005	33404288
		Unsecured Loan Payment	800000	
		Interest to be Paid	3710883	3339795
Commander Industries Pvt. Ltd.	Related Concern	Unsecured Loan Given	12300000	12150000
		Interest to be Received	289615	260653
Chamelidevi Flourmills Pvt. Ltd.	Associate Company	Unsecured Loan Given	19500000	-----
		Unsecured Loan Repayment	25384068	
		Interest Received	910947	
Satish Dhangar	Managing Director of the Company	Remuneration & Perquisites	105000	-----
Sanjay Kumar Agarwal	Director of the Company	Rent Paid	73656	-----
Mayank Jain	Key Managerial Personnel	Remuneration & Perquisites	75000	-----
Dinesh Bhargava	Key Managerial Personnel	Remuneration & Perquisites	105000	-----
Soniya Shrivastava	Key Managerial Personnel	Remuneration & Perquisites	130000	-----

Note: Associate includes the companies in which the key managerial person or their relatives have significant influence.

### 9) Directors Remuneration

The company has paid director's remuneration as per the provisions of schedule V to the companies act, 2013 and complied all the provisions of the said act.

The Breakup of remuneration is as under

S.no	Name of Director	Nature of Payment	Amount (₹)
a	Satish Prasad Dhangar	Remuneration	105000/-

10) As per the information on records, the company does not have any overdue outstanding to micro and small scale industrial enterprises under MSMED Act, 2016.

11) CER (Certified Emission Reduction) in respect of the wind mill energy produced by the company, if any, will be accounted for as and when sanctioned by CDM (Clean Development Mechanism) board. Amount unascertained.



## ANJANI FINANCE LIMITED

- 12) The MAT Credit entitlement of ₹ 13,14,523/- upto A.Y. 2016-17 is shown as advance tax which will be adjusted against the regular income tax liability, if any, in future.
- 13) Disclosure in the Balance Sheet under Non-Banking Financial Company as required by RBI as per their Circular RBI/2008-09116 DNBS(PD).CC.No.125/03.05.002/2008-2009, Guidelines for NBFC-ND as regards capital adequacy, liquidity and disclosure norms is enclosed as per **Statement-"A"**.
- 14) Additional information pursuant to the provisions of Part – II of schedule III to the Companies Act, 2013
- 15) Previous year's figures have been regrouped, rearranged and recast wherever necessary.
- 16) Balances of sundry debtors, creditors, and loans & advances are subject to respective consent, confirmations, reconciliation and consequential adjustment, if any.
- 17) Figures are rounded off to the nearest multiple of a rupee.
- 18) According to AS - 3 the desired Cash flow statement is enclosed herewith.

**For and on behalf of Board of Directors**

Sd/-  
(SATISH PRASAD DHANGAR)  
Chairman & M.D.  
(DIN: 06594368)

Sd/-  
(SANJAY KUMAR AGARWAL)  
Director  
(DIN: 00023611)

As per our report of even date attached  
**Statutory Auditors**  
For: MAHENDRA BADJATYA & CO  
CHARTERED ACCOUNTANTS  
ICAI FRN 001457C

Sd/-  
(CS SONIYA SHRIVASTAVA)  
Company Secretary

Sd/-  
(DINESH BHARGAVA)  
Chief Financial Officer

Sd/-  
CA M.K BADJATYA  
PARTNER  
ICAI MNO 070578

PLACE: INDORE  
DATE: 28/05/2016

**STATEMENT – “A”**

**1. Capital Risk Adequacy Ratio:**

	<b>Items</b>	<b>F.Y.2015-16</b>	<b>F.Y.2014-15</b>
i)	CRAR (%)	9.19%	9.39%
ii)	CRAR – Tier I Capital (%)	9.19%	9.39%
iii)	CRAR – Tier II Capital (%)	NIL	NIL

**2. Exposure to Real Estate Sector:**

		<b>Direct Exposure</b>	<b>F.Y.2015-16</b>	<b>F.Y.2014-15</b>
a)				
	i)	Residential Mortgages- Lending secured by mortgages on residential Property that is or will be occupied by the borrower or that is rented;(Individual housing loans up to Rs.15 lacks may be shown separately)	NIL	NIL
	ii)	Commercial Real Estate- Lending secured by mortgage on commercial real estates(office buildings, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or warehouse space, hotels land acquisition, development and construction, etc.) Exposure would also include non-fund based (NFB) limits;	NIL	NIL
	iii)	Investments in Mortgage Baked Securities (MBS) and other securitized exposures- a) Residential b) B) Commercial Real Estate	NIL NIL	NIL NIL
b)		<b>Indirect Exposure</b>		
		Fund based and non-fund based exposures on National Housing Bank (NHB) and Housing Finance Companies (HFCs).	NIL	NIL

**3. Asset Liability Management**

Maturity pattern of certain items of assets and liabilities:

(₹ In Lacs)

<b>Liabilities:</b>	<b>1 day to 30/31 days (one month)</b>	<b>Over one month to 2 months</b>	<b>Over 2 months upto 3 months</b>	<b>Over 3 months to 6 months</b>	<b>Over 6 months to 1 year</b>	<b>Over 1 year to 3 years</b>	<b>Over 3 years to 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
Borrowings from banks	-----	-----	-----	-----	-----	-----	-----	-----	-----
Market Borrowings	-----	-----	-----	-----	-----	367.44	-----	-----	367.44
<b>Assets:</b>									
Advances	-----	-----	124.10	-----	2.32	307.26	-----	-----	433.68
Investments	-----	-----	-----	-----	-----	-----	736.55	300.08	1036.63

# ANJANI FINANCE LIMITED

## ANJANI FINANCE LIMITED

CIN: L65910MP1989PLC032799

Regd. Office: 144, Bajrang Nagar, Behind Pashupati Nath Mandir, M.R. 9 Road, Indore-452011, Madhya Pradesh, India

Email: anjanifin@rediffmail.com Website: www.anjanifin.com

Form No. MGT-11

### Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**27<sup>th</sup> Annual General Meeting- Friday 30<sup>th</sup> September, 2016**

Name of the Member(s) :

Registered address :

E-mail id :

Folio No. / Client ID No. :

DP ID :

I/We, being the member (s) holding ..... shares of the ANJANI FINANCE LIMITED, hereby appoint

1. Name: .....  
Address: .....  
E-mail id: .....  
Signature: .....or failing him/her
2. Name: .....  
Address: .....  
E-mail id: .....  
Signature: .....or failing him/her
3. Name: .....  
Address: .....  
E-mail id: .....  
Signature: .....or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual general meeting of the company, to be held on Thursday 10<sup>th</sup> September, 2015 at 3.00 P.M. at 144, Bajrang Nagar, Behind Pashupati Nath Mandir, M.R. 9 Road, Indore-452011 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Subject matter of the resolution
1	Adoption of the audited financial statements for the financial year ended March 31, 2015 together with the reports of the Board of Directors' and Auditors' thereon.
2	Appoint a Director, Ms. Kalpana Jain (DIN02665393), who retires by rotation and being eligible offers himself for re-appointment
3	Ratification of appointment of the statutory auditors of the Company

Signed this ..... day of ..... 2016

Affix Rs 1/-  
revenue stamp

(Signature of the member/ Proxy)

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.