

## ANJANI FINANCE LIMITED

### 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. AnkurAgarwal(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. SahiveAlam 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.

**BY Order of the Board of Directors**

Place: Indore.

Date: 08.08.2016

Sd/-  
Satish Prasad Dhangar  
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.

## ANJANI FINANCE LIMITED

### 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*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <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> E.g. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN Field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"><li>• Please enter the DOB or Dividend Bank Details in order to login. If the</li></ul>

## ANJANI FINANCE LIMITED

	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.

**ANJANI FINANCE LIMITED**

**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.**

**ITEM NO 4: APPOINTMENT OF MR. ANKUR AGARWAL AS A 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)