



# ANJANI FINANCE LIMITED

CIN : L65910MP1989PLC032799

Office : "The Agarwal Corporate House", 5th Floor, 1, Sanjana Park,  
Adjoining, Agarwal Public School, Bicholi Mardana Road, INDORE - 452 016 (M.P.)

## NOTICE

NOTICE is hereby given that 30<sup>th</sup> Annual General Meeting of the Members of ANJANI FINANCE LIMITED will be held on Monday, 30<sup>th</sup> Day of September, 2019 at 03.00 P.M. at, The Agarwal Corporate House, 5<sup>th</sup> Floor, 1, Sanjana Park, Adjoining Agarwal Public School, Bicholi Mardana Road, Indore-452016, (M.P.), India to transact the following business:-

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement as at 31st March 2019, containing Audited Balance Sheet as at 31<sup>st</sup> March, 2019 and the Statement of Profit & Loss and cash flow for year ended on that date and the Reports of Board's and Auditor's thereon.
2. To ratify the Re-appointment of M/s Mahendra Badjatya & Co., Chartered Accountants (ICAI FRN 001457C) as the Statutory Auditors of the Company.

### **SPECIAL BUSINESS:**

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-

#### **3. Regularization and Appointment of Mr. Champalal Dangi as the Director of the Company**

"RESOLVE THAT pursuant to the provision of section 152 and 160 of the companies Act, 2013 and the rules framed hereunder, as amended from time to time, Mr. **Champalal Dangi** (DIN- 08112951) who was appointed as additional director of the company under section 161 (1) of Companies Act, 2013 with effect from 01/09/2018, and who holds office as such up to the date of Annual General Meeting, and who has consented in writing to act as a director of the company, be and is hereby appointed as a non-executive director of the company on such terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee constituted / to be constituted by the Board) and remuneration as approved by Board."

**RESOLVED FURTHER THAT** Any Director of the Company, be and is hereby authorised to file relevant forms with the Registrar of companies and to do such other acts, deeds and things as may be considered necessary in connection with the above appointment"

#### **4. Regularization and Appointment of Mr. Sanjay Kumar Agarwal as the Managing Director of the Company**

"RESOLVED THAT, in accordance with the provisions of Sections 196, 197 and 203 of the Companies Act, 2013, or any amendment thereto or modification thereof, this Meeting hereby approves the re-appointment of Mr. Sanjay Kumar Agarwal (DIN: 00023611) as a Director, not liable to retire by rotation, and also as Managing Director, of the Company for a period of five years with effect from 12<sup>th</sup> February, 2019, or till such earlier date to conform with the policy on retirement and as may be determined by the Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting."



**5 Regularization of Appointment of Mrs. Kalpana Jain as an Independent Non-Executive Director and in this regard, passes the following resolution as a Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of **Mrs. Kalpana Jain**(DIN: 07551302 ), who was re-appointed by the Board of Directors as an Independent Director of the Company with effect from July 2, 2019 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation”

**6 Regularization and Appointment of Mr. Ankur Agarwal as the Independent Director of the Company:**

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, approval of the members of the company be and is hereby given to the appointment of **Mr. Ankur Agarwal** holding (DIN:07551302), who was appointed by the Board of Directors as an Additional Non Executive Independent Director of the Company with effect from June 30, 2016 pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of the independent directorship as provided in section 149(6) of the Act and he is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby appointed as an Independent Non Executive Director of the Company, who shall hold office for a period of five years from the date of appointment and whose office shall not, henceforth, be liable to retire by rotation.



**7. 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 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. Sanjay Kumar Agarwal, Managing Director (DIN: 00023611) 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: 30/08/2019

By Order of the Board of Directors

*Nasir Khan*  
Nasir Khan  
Company Secretary

