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### **Corporate Information**

### **Board of Directors**

### Listed in Stock Exchange

- 1. Sunil Kumar Malik Managing Director
- 2. Puja Malik Non Executive Director
- 3. Dinesh Singh Patwal, -Independent Director
- 4. Puneet Bhawaker-Independent Directors

BSE-SME

### Secretarial Auditor

Sachin Agarwal & Associates

### **Statutory Auditors**

# Nomination and Remuneration Committee

- 1. Dinesh Singh Patwal- Chairman
- 2. Puneet Bhawaker Member
- 3. Puja Malik- Member

MARS & Associates
Chartered Accountants
202, Jain Bhawan

18/12, Karol Bagh, New Delhi-05

### Shareholders /Investors Grievance

### Committee

- 1. Puneet Bhawaker Chairman
- 2. Dinesh Singh Patwal- Member
- 3. Sunil Kumar Malik- Member

### Principal Banker

Punjab National Bank

### **Audit Committee**

- 1. Puneet Bhawaker Chairman
- 2. Dinesh Singh Patwal- Member
- 3. Sunil Kumar Malik- Member

# Company Secretary & Compliance Officer

Mr. Rammohan Jha

### CIN No.

L17101DL1999PLC102506

# Registrar & Share Transfer Agent

Bigshare Services Private Limited Saki Vihar Road, Sakinaka Andheri (East), Mumbai-400072 Tel No. -+91 22 40751515

### Registered Office

159, Gagan Vihar New Delhi-110051

### Anisha Impex Limited

L17101DL1999PLC102506

Registered Office: 159, Gagan Vihar, New Delhi-110051 Phone No. 011-22046604, Fax No.011-22046604 Website: www.anishaimpex.com, Email: ipo@anishaimpex.com

#### CHAIRMAN SPEECH

#### Ladies & Gentlemen

It gives me great pleasure in welcoming all of you to the 15<sup>th</sup> Annual General Meeting of your Company. The Annual Report for the year ended 31st March 2015 has been circulated so, with your permission, I shall take it as read.

#### **Review of Performance:**

I would like to start by highlighting operational achievements during the year under review

Your Company delivered another year of strong financial performance with compare to financial year 2013-14. Your Company earned profit after tax of ₹12.069 lacs during financial year 2014-15.

The Company was doing well in Financial Year 2014-15 comparable financial year 2013-14, But future we sure that Company will grow fastly. Now, we should be able to post even better results next year as we are all set to strongly focus on taking our business to higher levels of operational excellence and growth. This gives me the confidence to say that with God's blessings, team's hard work and your support; we shall be able to report stellar results for the next year.

#### Outlook

India's Textiles and Garments industry, which accounts for 14% of India's total industrial production and 4% of India's GDP, is considered as one of the significant contributor to the national economy. After witnessing challenges during the year 2013 and for most part of 2014 given unfavorable economic conditions, the Indian textiles and garments sector has seen reversal of trends in second half of 2014. With domestic and global economic conditions gradually improving along with the focused efforts made by Ministry of Textiles, Indian textiles and garments sector is set for growth, buoyed by revival in domestic consumption and export demand.

Improved demand from the US market, rising cost of labour in China would provide boost to the India textile exports

In dollar terms, the total value of textile products exported from India touched US \$35.4 bn in FY14, which was 12% higher compared to FY13. The US has been the primary market for Indian textile exporters and accounts for the major share of India's textile and garments exports. As per the US Dept. of Commerce's Office of Textiles and Apparel (OTEXA), Indian textile and apparel exports to the US have risen nearly 7% during Jan – Oct 2014 as compared to the previous corresponding period. During the same period, textile/apparel exports of China to the US increased by 1.5%

**Corporate Social Responsibility** 

Your Company's approach to social responsibility extends well beyond business and financial considerations. The Company has been set up to create economic and social opportunities for those at the bottom of the pyramid and particularly aims to create awareness among women and children about health, sanitation and

education.

**Human Resources & Industrial Relations** 

The dedication and commitment of our people has been a key strength. We continue to focus on enhancing the knowledge base through Learning & Development initiatives and are working on strengthening the management bandwidth. I am also pleased to inform you that industrial relations at all units were cordial during the year under review and, on behalf of your Directors; I acknowledge the co-operation and

contribution of the entire workforce.

Acknowledgements

On behalf of the Board of Directors and the Management, I would like to place on record your Company's sincere appreciation of the support extended by the Central & State Government and their agencies, term lenders & working capital bankers and the continuing patronage and support of all stakeholders.

I welcome your feedback and suggestions on what we can do to improve Anisha Impex Limited as a company.

Feel free to send me your thoughts and comments at ipo@anishaimpex.com or contact@anishaimpex.com

Warm Regards

Sd/-

Sunil Kumar Malik

Managing Director Din: 00143453

159, Gagan Vihar,

New Delhi

### Anisha Impex Limited L17101DL1999PLC102506

Registered Office: 159, Gagan Vihar, New Delhi-110051 Phone No. 011-22046604, Fax No.011-22046604 Website: www.anishaimpex.com, Email: ipo@anishaimpex.com

#### **NOTICE**

Notice is hereby given that the 15<sup>th</sup> Annual General Meeting of the Members of the **ANISHA IMPEX LIMITED** (L17101DL1999PLC102506) will be held at the registered office of the Company at **159**, **Gagan Vihar**, **New Delhi– 110051** on **Wednesday**, 30<sup>th</sup> **September**, 2015 at 11:30 a.m. to transact the following business:

#### **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Financial Statements of the Company for the financial year ended March 31, 2015 including audited Balance Sheet as at March 31, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
- 2. To appoint a director in place of Mrs. Puja Malik (holding DIN 01189442), who retires by rotation and being eligible offered herself for re-appointment.
  - "RESOLVED THAT pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013, the vacancy caused by the retiring Director Mrs. Puja Malik (DIN 01189442), who has sought re-appointment, filled in at this meeting."
- To appoint M/s. M A R S & Associates, Chartered Accountants (Firm Registration No. 10484N) as statutory auditors of the Company and to fix their remuneration.
  - "RESOLVED THAT pursuant to the provisions of Section 139 (2) and 142(1) of the Companies Act, 2013 the re-appointment of the statutory auditors of the company M/s. MARS & Associates, Chartered Accountants, (Firm Registration No. 10484N) be and is hereby ratified by the members of the company for the financial year 2015-2016 at such remuneration as may be determined by the Board of Directors of the Company."

**Special Business** 

4. Authorization to Board of Directors for Related Party Transactions

To consider and if thought fit, to pass with or without modification s, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of section 188 and all other applicable provisions, if any of the Companies Act, 2013 and subject to the approvals, consents, sanctions and permissions as may be necessary, consent of the members of the Company be accorded to the Board of the Directors of the Company to enter into the contact and /or agreement with related parties as defined under the act with respect to sale ,purchase or supply of goods or

materials ,selling or otherwise disposing of ,or buying ,leasing of property of any kind ,availing or rendering of any services, appointment of any agent for purchase/sale of goods, material or services or property or appointment of such related party to any office or place of profit in the company or associate company or subsidiary, if any ,or any other transaction of whatever nature with Related Party

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all deeds and applications, documents that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.

By Order of the Board of Directors

Sd/-

Date: September 2, 2015

Place: Delhi

**Anisha Impex Limited** 

Regd. Office: 159, Gagan Vihar,

New Delhi -110051

Sunil Kumar Malik Managing Director DIN: 00143453 159, Gagan Vihar

New Delhi-110051

#### NOTES:-

- 1. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, September 24, 2015 to Wednesday, September 30, 2015 (both days inclusive) for the purpose of the Annual General Meeting.
- 2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- 3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
- 4. Details under as required under of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
- 5. Electronic copy of the Notice of the 15<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 15<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
- 6. Notice of the 15<sup>th</sup> Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.anishaimpex.com for their download. The physical copies of the aforesaid documents will also be available at the Company's corporate Office in 56/33, Site-IV Sahibabad, Ghaziabad, U.P- 201010 for inspection during normal business hours on working days.
  - For any communication, the shareholders may also send requests to the Company's investor email id: <a href="mailto:ipo@anishaimpex.com">ipo@anishaimpex.com</a>
- 7. Members are requested to intimate change in their address immediately to M/s Bigshare Services Private Limited, the Company's Registrar and Share Transfer Agents, at their office E/2,Ansa Industrial Estate, Saki Vihar Road, Sakinaka, Andheri (East), Mumbai-400072
- 8. Members holding shares in physical form in the same set of names under different folios are requested to apply for consolidation of such folios along with relevant Share Certificates to M/s Bigshare Services Private Limited, Registrar and Share Transfer Agents of the Company, at their address given above.

- 9. Pursuant to SEBI Circular, the Shareholders holding shares in physical form are requested to submit self attested copy of PAN at the time of sending their request for share transfer/transmission of name/transposition of name.
- 10. Members, who are wishing to avail of the nomination facility, are requested to send the duly filled in nomination in the prescribed form (SH-13) of Companies Act,2013 to M/s Bigshare Services Limited, Registrar and Share Transfer Agents of the Company, at their address given above or to the Compliance Officer at the Registered Office of the Company
- 11. Members are requested to bring copies of Annual Report to the Annual General Meeting.
- 12. Members/Proxies should bring the attendance slip duly filed in and signed for attending the meeting.
- 13. Members are requested to quote Folio Number in their correspondence.

#### 14. Voting through electronic means;

a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 15<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

#### b. The instructions for e-voting are as under:

- i. During the voting period, the shareholders can visit the e-voting website <u>www.evotingindia.com</u> and select the relevant EVEN/ company (Anisha Impex Limited) for voting.
- ii. The shareholders having shares in the Demat form can Login to the e-voting system using their user-id (i.e. Demat account number), PAN and Password provided by NSDL. Physical shareholders can log-in using their user-id (i.e folio number of the shares), PAN and the Password provided by NSDL.
- iii. After loging in, demat security holders will have to mandatorily change their password. This password can be used by demat security holders for all future voting on resolution of companies in which they are eligible to vote. Physical shareholders will be provided with a fresh password for every postal ballot voting.
- iv. Security holders can then cast their vote on the resolutions available for voting.
- v. Security holders can also view the resolution details.
- vi. Once the security holders cast the vote, the system will not allow modification of the same.
- vii. During the voting Period, security holders can login any number of times till they have voted on all the resolutions.
- c. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

- d. The e-voting period commences on Friday, 25<sup>th</sup> September 2015 (9:00 am) and ends on Tuesday 29<sup>th</sup> September 2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 23, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- e. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of September 23, 2015.
- f. Mr. Sachin Agarwal & Associates, Practicing Company Secretary (Membership No. F6148) and has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- g. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- h. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.anishaimpex.com and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.
- 8. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the Annual General Meeting of the Company.

# EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM No. 4

Pursuant to section 188 of the companies Act, 2013 the company can enter into the transaction mentioned in aforesaid resolution, which are not in ordinary course of the business and /or are not in arm length basis only with approval of shareholder accorded by way of special resolution. Though your company always seeks to enter into transactions with related parties in ordinary course of business and at the arms length basis; still there may be some such transactions which are done in the interest of the Company and for which your approval is require under the provisions of companies Act,2013

The proposal outlined above is in the interest of the Company and the Board re-commends the resolution set out in the accompanying notice as special resolution.

None of the director or Key Managerial personnel of the company is concerned or interested in said resolution except to the extent of their shareholding in the Company or their interest as director or shareholders or partners or otherwise such related party entity, if any

# INFORMATION ON DIRECTOR SEEKING RE-APPOINTMENT AS REQUIRED UNDER CLAUSE 52 OF THE LISTING AGREEMENT

#### Mrs. Puja Malik

Mrs. Puja Malik, aged 40 years, is currently a Non Executive Director of the Company and joined its Board of Directors on 22.11.1999. She has completed her B.ED from Maharshi Dayanand University, Rohtak. She has over 10 years experience in managing human resource and administration of our Company.

Mrs. Puja Malik is also on the Board and committees of other companies such as stated below.

| Nature of the Company       | Nature of Interest | Committee of the Board |  |
|-----------------------------|--------------------|------------------------|--|
| Anisha Exim Private Limited | Director           | N.A.                   |  |
| R P M Exim Private Limited  | Director           | N.A.                   |  |

Mrs. Puja Malik is a member of Remuneration committee of the Board of the Company. Mrs. Puja Malik holds 985200 equity shares of the Company.

None of the director or Key Managerial personnel of the company is concerned or interested in said resolution except to the extent of their respective shareholding/s in the Company.

During the financial year 2014-15 Mrs. Puja Malik has attended four Board Meeting held during the year.

By Order of the Board of Directors

Sd/-

Date: September 2, 2015

Place: Delhi

ANISHA IMPEX LIMITED

Regd. Office: 159, GAGAN VIHAR,

New Delhi -110051

Managing Director DIN: 00143453 159, Gagan Vihar New Delhi-110051

Sunil Kumar Malik

#### Anisha Impex Limited L17101DL1999PLC102506

Registered Office: 159, Gagan Vihar, New Delhi-110051 Phone No. 011-22046604, Fax No.011-22046604 Website: <a href="mailto:www.anishaimpex.com">www.anishaimpex.com</a>, Email: <a href="mailto:ipo@anishaimpex.com">ipo@anishaimpex.com</a>

#### **DIRECTORS REPORT**

To

#### The Memebers Anisha Impex Limited

Your Directors are pleased to present their Fourteen Annual Report on the business and operations of your Company together with the Audited Accounts for the year ended 31st March, 2015.

The Financial performance of the Company for year ended 31st March, 2015 is summarized below:

### Financial Highlights (₹)

| Particulars   | Current Year Ending Ma. 2015 | rch, Previous Year Ending March, 2014 |
|---|------------------------------|---------------------------------------|
| Income from operations                              | 420645                       | 453 397387139                         |
| Other Income  | 5258                         | 822242                                |
| Total Income  | 425904                       | 074 398209381                         |
| Less: Expenditure                                   | 424127                       | 615 398010265                         |
| Profit/(Loss) before Interest, Depreciation & Tax   | 1776                         | 199116                                |
| Less: Interest :Depreciation                        |                              | Nil Nil                               |
| Profit & Loss Before Tax                            | 1776                         | 199116                                |
| Tax Expense (including Previous year Tax Adjustment | 570                          | 388837                                |
| Profit/(Loss) after Tax                             | 1206                         | 093 (189721)                          |
| Add: Profit/(Loss) Brought Forward                  |                              | Nil Nil                               |
| Amount available for Appropriation/(Loss)           | 1206                         | 093 (189721)                          |

#### **Results of Financial Position**

The Company has a net profit of ₹ 1206093 after providing Profit/ (Loss) before Interest, Depreciation & Tax amounting to ₹1776459 during the year as compared to loss amounting to ₹ (189721) after providing Profit/ (Loss) before Interest, Depreciation & Tax amounting to ₹ 199166 during previous year.

#### Reserve & Surplus

During the Financial year 2014-2015, ₹12.069 lacs amount to carry or transfer to Reserve & Surplus Account under Companies Act, 2013.

#### Dividend

During the Year the Company has booked net profit of ₹12.069 lacs but Board of Directors decided company should grew in long run period so not to pay dividend for the financial year 2014-2015.

#### **Credit Rating**

IRDA has assigned ratings for the Long term rating of [ICRA] B+ (pronounced ICRA B plus) to the captioned LOC

#### **Share Capital**

The paid up Equity Share Capital as on March 31, 2015 was Rs.16, 43, 22,000. During the year under review the company has not issued any shares or any convertible instruments.

#### **SCORE Registration**

During the year there are not any cases under SCORES Registration,

#### **Textile Industry Outlook & Opportunities**

Textile industry contributes to nearly 12% of India's forex earnings. But, the branding of India's prowess especially pertaining to the exports has been about technology. It's a pity that textile industry, despite being on the export forefront, has never been given its due despite its heavy potential irrespective of the weather in the market.

India has always been self-sufficient with textiles and is not dependant on imports. This is the only industry which has been posting growth graph year after year. However, textile industry is expected to grow well into the future, with improved bilateral relationships with countries that have been the biggest clients of India.

#### 'Needed' items

Budget 2015 has surely raised the expectations of textile industry to put forth its list of 'needed' items. Some of the textile honchos feel government should take steps to cap the interest rates for exporters at 7% which would then encourage them to make further investments.

#### World share

Though India is self sufficient in textile industry, country's share in the world market is a mere 4% compared to 35% of China. India needs to focus on scaling operations if this scenario has to change.

#### **High expectations**

MSMEs are hoping that they would be able to make some headway into the otherwise highly competitive markets, which are dominated by corporate houses.

#### Investment on exclusive technology

There are varied opinions on this front where technology plays a role in bringing down the manufacturing and operative costs. While one section would always argue that money saved is money earned, by way of adapting new technology; there is another section that believes technology alone cannot save textile industry without appropriate measure being taken in its favour.

#### **Corporate Social Responsibility**

As per the requirement of sub section 135 of the Companies Act 2013, the Company was required to spend at least two percent of its average net profits for the three immediately preceding financial years, in pursuant of its Corporate Social Responsibility (CSR) Policy. Till 31 March 2015, the Company has booked the required amount for the CSR which was spent next financial year to the provision of Section 135 of the Companies Act, 2013 and Rules framed thereunder

#### **Human Resources**

The well disciplined workforce which has served the company for three decades lies at the very foundation of the company's major achievements and shall well continue for the years to come. The management has always carried out systematic appraisal of performance and imparted training at periodic intervals. The company has always recognized talent and has judiciously followed the principle of rewarding performance.

#### **Business Risk Management**

Although the company has long been following the principle of risk minimization as is the norm in every industry, it has now become a compulsion. Therefore, in accordance with clause 52 of the listing agreement the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a proactive approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

#### **Non-Performing Assets and Provisions for Contingency**

Company adhered to the prudential guidelines for Non performing Assets (NPAs), issued by Reserve Bank of India, as amended from time to time. As per the prudential norms, the income on such NPAs is not to be recognized.

As per the prudential norms prescribed by the Reserve Bank of India, the Company has made provision for contingencies on standard as well as non-performing assets.

#### **Internal Control System and Their Adequacy**

The Company has adequate system of internal control to safeguard and protect from loss, unauthorized use or disposition of its assets. All the transactions are properly authorized, recorded and reported to the

Management. The Company is following all the applicable Accounting Standards for properly maintaining the books of accounts and reporting financial statements. The internal auditor of the company checks and verifies the internal control and monitors them in accordance with policy adopted by the company. Even through this non-production period the Company continues to ensure proper and adequate systems and procedures commensurate with its size and nature of its business.

#### **Vigil Mechanism / Whistle Blower Policy**

In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behaviour the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.

#### **Directors & Committees**

At the 14th Annual General Meeting of the company held on 29th September, 2014 the company had appointed the existing independent directors Shri Dinesh Singh Patwal (DIN 01146482) as independent directors under the companies Act, 2013 for 5 consecutive years.

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 52 of listing agreement.

At a board meeting held on 03.09.2014 the board had appointed Shri Puneet Bhawaker (DIN: 06971183) as an Additional Director in the category of Independent Director under the companies Act, 2013 for 5 consecutive years.

In accordance with the provisions of Companies Act, 2013 Smt. Puja Malik (DIN: 01189442), Non Executive Director retires by rotation and being eligible offers himself for re-appointment.

#### **Board Evaluation**

Pursuant to the provisions of companies Act, 2013 and clause 52 of the Listing Agreement, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee. The manner in which the evaluation has been carried out has been explained in Corporate Governance Report.

#### **Remuneration Policy**

The Board has, on the recommendation of the Nomination & Remuneration committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration. The Remuneration Policy is stated in the Corporate Governance Report.

#### Meetings

During the year five Board Meetings and one independent directors' meeting was held. The Details of which are given in Corporate Governance Report. The provisions of Companies Act, 2013 and listing agreement were adhered to while considering the time gap between two meetings.

#### **Audit Committee**

The company is having an audit committee comprising of the following directors:

| Name                | Status   | Category                    |
|---------------------|----------|-----------------------------|
| Puneet Bhawaker     | Chairman | Non Executive & Independent |
| Dinesh Singh Patwal | Member   | Non Executive & Independent |
| Sunil Kumar Malik   | Member   | Managing Director           |

#### **Nomination and Remuneration Committee**

The company is having a Nomination and Remuneration Committee comprising of the following directors:

| Name                | Status   | Category                        |
|---------------------|----------|---------------------------------|
| Dinesh Singh Patwal | Chairman | Non Executive & Independent     |
| Puneet Bhawaker     | Member   | Non Executive & Independent     |
| Puja Malik          | Member   | Non Executive & Non Independent |

#### **Share Transfer and Share Holders /Investors Grievance Committee**

The company is having a Share Transfer and Share Holders /Investors Grievance Committee comprising of the following directors

| Name                | Status   | Category                    |
|---------------------|----------|-----------------------------|
| Puneet Bhawaker     | Chairman | Non Executive & Independent |
| Dinesh Singh Patwal | Member   | Non Executive & Independent |
| Sunil Kumar Malik   | Member   | Managing Director           |

#### **CSR Committee**

The company is having a Share Corporate Social Responsibility Committee comprising of the following directors

| Name                | Status   | Category                       |
|---------------------|----------|--------------------------------|
| Sunil Kumar Malik   | Chairman | Managing Director              |
| Puja Malik          | Member   | Non Executive &Non Independent |
| Dinesh Singh Patwal | Member   | Non Executive & Independent    |

#### **Directors' Responsibility Statement**

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013:

- a) that in the preparation of the annual financial statements for the year ended March 31, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- b) that such accounting policies as mentioned in Notes to the Financial Statements have been selected and applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2015 and of the profit of the Company for the year ended on that date;

- c) that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) that the annual financial statements have been prepared on a going concern basis;
- e) that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively.
- f) that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

#### **Related Party Transactions**

There were no contracts or arrangements entered into by the company in accordance with provisions of section 188 of the Companies Act, 2013.

There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All Related Party Transactions are placed before the Audit Committee as also the Board for approval.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company.

#### Significant And Material Orders Passed By The Regulators Or Courts

There are no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

#### **AUDITORS**

#### **Statutory Auditors**

M/s MARS & Associates (Firm Registration No.010484N), Chartered Accountants have been appointed as statutory auditors of the company at the last Annual General Meeting held on 29.09.2014 for a period of four years subject to ratification by members at every consequent Annual General Meeting. Therefore, ratification of appointment of Statutory Auditors is being sought from the members of the Company at the ensuing AGM.

#### **Secretarial Auditors**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Sachin Agarwal & Associates. (CP No.3568, FCS: 6148), Company Secretaries to undertake the secretarial audit of the company. The Secretarial Audit Report is annexed herewith as 'Annexure 1'.

#### **Internal Auditors**

M/S Kishnani & Associates, Chartered Accountants performs the duties of internal auditors of the company and their report is reviewed by the audit committee from time to time.

#### **Particulars of Employees**

The information required pursuant to Section 197 read with Rule, 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company is as follows:

The company has one Executive Director, remuneration paid under ceiling limit of Companies Act, 2013. Further, no sitting fees has been paid to any director during the year.

The particulars of the employees who are covered by the provisions contained in Rule 5(2) and rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are:

#### a) Employed throughout the year Nil

#### b) Employed for part of the year Nil

The remuneration paid to all Key management Personnel was in accordance with remuneration policy adopted by the company.

#### **Information Technology and Communications**

During the financial year 2014-15, apart from upgrading the existing software applications with enhanced/ added features to meet the current and emerging business needs, certain new application systems were implemented. Regular updation of Systems and procedures is undertaken from time to time to provide checks and alerts for avoiding fraud arising out of misrepresentation given by borrower/s while availing loans.

## Energy Conservation Measures, Technology Absorption and R & D Efforts and Foreign Exchange Earnings and Outgo

Pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of The Companies (Accounts) Rules, 2014, as amended, the relevant information is given below:

#### **Conservation of Energy:**

The Company's operations are not power intensive. Nevertheless, your Company is taking every steps to conserve and minimize the use of energy wherever possible such as using energy efficient computer terminals, purchasing energy efficient equipments etc.

#### **Research and Development:**

The Company has no formal research and development department but the Company is continuously making efforts to strengthen research and development activities to improve quality and reduce cost.

#### **Technology Import and Absorption:**

The Company has imported no technology. Indigenous technology available is continuously upgraded to improve overall performance.

#### Foreign Exchange Earnings and Out Go

During the year under review there was no earnings and outgo in foreign exchange

#### **Corporate Governance Report**

Pursuant to the Clause 52 of the BSE-SME Listing Agreement with the Bombay Stock Exchange Limited, Report on Corporate Governance is annexed herewith.

#### **Management Discussion and Analysis Report**

Pursuant to the Clause 52 of the BSE-SME Listing Agreement with the Bombay Stock Exchange Limited, Report on Management Discussion and Analysis Report is annexed herewith.

#### **Public Deposit**

Your Company has not accepted any deposits from the public during the year under review.

#### **Bonus Issue**

The Company has not allotted any bonus shares during the Financial year.

#### **Auditors' Report**

The Auditors' observations are self explanatory and hence do not call for any further clarification under section 134(5) of the Companies Act, 2013. Auditor Report is annexed herwith.

#### **Investor Complaints and Compliance**

During the year there were no complaints from investor, as on date no Complaints are pending.

#### **Earnings per Share (EPS)**

The Earnings per Share (EPS) is ₹ 0.07 as at March 31, 2015 as against ₹(1.90) as at March 31, 2014

#### **Regulatory Guidelines/Amendments**

The Company has also been following directions, guidelines, circulars issued by RBI, SEBI, BSE, MCA, from time to time pertaining to listed companies.

#### **Extract of Annual Return**

The details forming part of the extract of the Annual Return in form MGT 9 is annexed herewith as "Annexure 2".

#### **Codes and Standards**

#### **Fair Practice Code**

Company has in place a Fair Practice Code (FPC), which includes guidelines on appropriate staff conduct when dealing with customers and on the organization's policies vis-à-vis client protection.

#### Particulars of Loans, Guarantees and Investments

Particulars of Loans, Guarantees and Investments In terms of Section 134 of the Companies Act, 2013, the particulars of loans, guarantees and investments is not given by the Company under Section 186 of the Companies Act, 2013 and other detailed in Notes to Accounts of the Financial Statements.

#### Code of Conduct

Company has adopted a Code of Conduct for its Board Members and Senior Management personnel. The code of conduct has also been posted on the official website of the Company. The declaration by the Managing Director of the Company regarding compliance with the Code of Conduct for Board Members and Senior Management is annexed with the Corporate Governance Report.

#### **Code for Prevention of Insider Trading Practices**

Your Company has formulated and adopted a Code for Prevention of Insider Trading Practices in accordance with the model code of conduct as prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended. The code is applicable to all directors, senior employees and their dependents. The said persons are restricted from dealing in the securities of the Company during the 'restricted trading periods' notified by the Company, from time to time. The code for prevention of Insider trading has also been posted on the official website of the Company

#### A Note of Appreciation

The Directors place on record their appreciation for co-operation and support extended by the Government, RBI, Banks, SEBI, Shareholders, Bankers to issue, RTA and customers for their continued support extended to the company at all times. The Directors further express their deep appreciation to all employees for commendable teamwork, high degree of professionalism and enthusiastic effort displayed by them during the year

For And Behalf of the Board of Directors Anisha Impex Limited

Sd/Place: Delhi Mr. Sunil Kumar Malik Mrs. Puja Malik
Date: 02.09.2015 (Managing Director) (Director)
DIN: 00143453 DIN: 01189442
159, Gagan Vihar 159, Gagan Vihar

New Delhi-110051 New Delhi-110051

Annexure-1

#### Form No. MR-3

#### SECRETARIAL AUDIT REPORT

#### FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015

[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, Anisha Impex Limited 159, Gagan Vihar Delhi-110051

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Anisha Impex Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Anisha Impex Limited's 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 authorised representatives during the conduct of secretarial audit and the representations and clarifications made by the Company, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31st March**, **2015** generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Anisha Impex Limited ("the Company") for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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 Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;

- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (vi) Other laws applicable to the Company as per the representations given by the Company.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India, yet to be approved by the Central Government;
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange;

During the period under review and as per the representations and clarifications made, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines etc.mentioned above subject to the following observation:

As per the requirement of sub section 135 of the Companies Act 2013, the Company was required to spend at least two percent of its average net profits for the three immediately preceding financial years, in pursuant of its Corporate Social Responsibility (CSR) Policy. Till 31 March 2015, the Company has booked the required amount for the CSR but has not spent towards to the provision of Section 135 of the Companies Act, 2013 and Rules framed thereunder.

#### We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions 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 clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Decisions at the Board meetings, as represented by management, were taken unanimously.

We further report that as represented by the Company and relied upon by us, there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no events have occurred during the year, which have a major bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines, etc.

Sd/-For Sachin Agarwal & Associates Company Secretaries

> Sachin Kumar Agarwal Proprietor FCS No.: F6148 C P No.: 3568

Place: Delhi

Date: 2<sup>nd</sup>Spetember, 2015

This report is to be read with our letter of even date which is annexed as' Annexure A' and forms an integral part of this report.

#### Annexure A' - Integral part of Secretarial Audit Report

To,

The Members, Anisha Impex Limited 159, Gagan Vihar Delhi-110051

Our report of even date is to be read along with this letter.

- 1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
- 3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4. Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
- 5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
- 6. The Secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Sd/-For Sachin Agarwal & Associates Company Secretaries

> Sachin Kumar Agarwal Proprietor FCS No.: F6148 C P No.: 3568

Place: Delhi

Date: 2<sup>nd</sup>Spetember, 2015

Annexure- 2

#### Form No. MGT-9

EXTRACT OF ANNUAL RETURN as on the financial year ended on 31st March, 2015 of **ANISHA IMPEX LIMITED** [Pursuant to Section 92(1) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

#### I. REGISTRATION AND OTHER DETAILS:

| 1. REGISTRATION AND OTHER DETAILS:   | T   |
|--|---|
| CIN:   | L17101DL1999PLC102506   |
| Registration Date:   | 22/11/1999  |
| Name of the Company:   | ANISHA IMPEX LIMITED  |
| Category / Sub-Category of the Company   | Company Limited By Shares/Indian Non-Government Company   |
| Address of registered office and contact details:                              | 159,Gagan Vihar,Delhi-110051  |
| Tel No.:   | 911204543708  |
| Whether listed company   | Listed  |
| Name, Address and contact details of Registrar & Transfer Agents (RTA), if any | Bigshare Services Private Limited<br>E/2,Ansa Industrial Estate<br>Saki Vihar Road, Sakinaka<br>Andheri (East),Mumbai-400072<br>91-22-2847 0652 |

| AGM details                           |  | Date | Month | Year |
|---------------------------------------|--|------|-------|------|
| AGM held                              | -Date of AGM                                     | 29   | 09    | 2014 |
| AGM not held                          | - Due date of AGM                                | 30   | 09    | 2014 |
| Whether extension of AGM was granted  |  | No.  |       |      |
| If Annual General Not holding the sam | Meeting was not held, specify the reasons for e. | N.A. |       |      |

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

| Sl. No. | Name and Description of main products / services | NIC Code of the<br>Product/ service | % to total turnover of the company |
|---------|--|-------------------------------------|------------------------------------|
| 1       | Trading and Marketing, of fabrics, yarns         | 1311                                | 100%                               |

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

No. of Companies for which information is being filled -N.A.

| S. N0 | NAME AND<br>ADDRESS OF THE<br>COMPANY | CIN/GLN | HOLDING/<br>SUBSIDIARY/<br>ASSOCIATE | % of shares<br>held | Applicable<br>Section |
|-------|---------------------------------------|---------|--------------------------------------|---------------------|-----------------------|
|       | N.A.                                  |         |                                      |                     |                       |
|       |                                       |         |                                      |                     |                       |
|       |                                       |         |                                      |                     |                       |
|       | N.A.                                  |         |                                      |                     |                       |
|       |                                       |         |                                      |                     |                       |
|       |                                       |         |                                      |                     |                       |

IV.SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of<br>Shareholder<br>s                | No. of Sh<br>year |          |         |                         |         |          |         |                         | % Change during the year |
|--|-------------------|----------|---------|-------------------------|---------|----------|---------|-------------------------|--------------------------|
|  | Demat             | Physical | Total   | % of<br>Total<br>Shares | Demat   | Physical | Total   | % of<br>Total<br>Shares |                          |
| A. Promoters (1) Indian a) Individual/H        | 6030900           | 0        | 6030900 | 36.7017                 | 6030900 | 0        | 6030900 | 36.7017                 | 0.0000                   |
| UF   | 0030900           | U        | 0030700 | 30.7017                 | 0030700 | O        | 0030700 | 30.7017                 | 0.0000                   |
| b) Central                                     | 0                 | 0        | 0       | 0.0000                  | 0       | 0        | 0       | 0.0000                  | 0.0000                   |
| Govt<br>c) State Govt                          | 0                 | 0        | 0       | 0.0000                  | 0       | 0        | 0       | 0.0000                  | 0.0000                   |
| (s)<br>d) Bodies                               | 0                 | 0        | 0       | 0.0000                  | 0       | 0        | 0       | 0.0000                  | 0.0000                   |
| Corp. e) Banks / FI f) Any Other               | 0 0               | 0 0      | 0       | 0.0000<br>0.0000        | 0 0     | 0 0      | 0       | 0.0000<br>0.0000        | 0.0000<br>0.0000         |
| (2) <b>Foreign</b> a) NRIs - Individuals       | 0                 | 0        | 0       | 0.0000                  | 0       | 0        | 0       | 0.0000                  | 0.0000                   |
| b) Other –<br>Individuals                      | 0                 | 0        | 0       | 0.0000                  | 0       | 0        | 0       | 0.0000                  | 0.0000                   |
| c) Bodies<br>Corp.                             | 0                 | 0        | 0       | 0.0000                  | 0       | 0        | 0       | 0.0000                  | 0.0000                   |
| d) Banks / FI                                  | 0                 | 0        | 0       | 0.0000                  | 0       | 0        | 0       | 0.0000                  | 0.0000                   |
| e) Any<br>Other                                | 0                 | 0        | 0       | 0.0000                  | 0       | 0        | 0       | 0.0000                  | 0.0000                   |
| Sub-total<br>(A) (2):-<br>Total<br>shareholdin | 0                 | 0        | 0       | 0.0000                  | 0       | 0        | 0       | 0.0000                  | 0.0000                   |
| g of<br>Promoter<br>(A) =<br>(A)(1)+(A)(<br>2) | 6030900           | 0        | 6030900 | 36.7017                 | 6030900 | 0        | 6030900 | 36.7017                 | 0.0000                   |

|                          | <u> </u> |        |         | <u> </u> |         |   |         |         |          |
|--------------------------|----------|--------|---------|----------|---------|---|---------|---------|----------|
| B. Public<br>Shareholdin |          |        |         |          |         |   |         |         |          |
| <b>g</b><br>1.           |          |        |         |          |         |   |         |         |          |
| Institutions             |          |        |         |          |         |   |         |         |          |
| a) Mutual<br>Funds       | 0        | 0      | 0       | 0.0000   | 0       | 0 | 0       | 0.0000  | 0.0000   |
| b) Banks / FI            | 0        | 0      | 0       | 0.0000   | 0       | 0 | 0       | 0.0000  | 0.0000   |
| c) Central               | 0        | 0      | 0       | 0.0000   | 0       | 0 | 0       | 0.0000  | 0.0000   |
| Govt                     |          |        |         |          |         |   |         |         |          |
| d) State                 | 0        | 0      | 0       | 0.0000   | 0       | 0 | 0       | 0.0000  | 0.0000   |
| Govt(s)                  |          |        |         |          |         |   |         | 0.0000  |          |
| e) Venture               | 0        | 0      | 0       | 0.0000   | 0       | 0 | 0       | 0.0000  | 0.0000   |
| Capital                  |          |        |         |          |         |   |         |         |          |
| Funds                    |          | 0      |         | 0.0000   | 0       |   | 0       | 0.0000  | 0.0000   |
| f) Insurance             | 0        | 0      | 0       | 0.0000   | 0       | 0 | 0       | 0.0000  | 0.0000   |
| Companies                | 0        | 0      | 0       | 0.0000   | 0       | 0 | 0       | 0.0000  | 0.0000   |
| g) FIIs                  | U        | U      | U       | 0.0000   | U       | U | U       | 0.0000  | 0.0000   |
| h) Foreign<br>Venture    | 0        | 0      | 0       | 0.0000   | 0       | 0 | 0       | 0.0000  | 0.0000   |
| Capital                  | U        | U      | U       | 0.0000   | U       | U | U       | 0.0000  | 0.0000   |
| Funds                    |          |        |         |          |         |   |         |         |          |
| i) Others                | 0        | 0      | 0       | 0.0000   | 0       | 0 | 0       | 0.0000  | 0.0000   |
| (specify)                |          |        |         |          |         |   |         |         |          |
| Sub-total                |          |        |         |          |         |   |         |         |          |
| (B)(1):-                 | 0        | 0      | 0       | 0.0000   | 0       | 0 | 0       | 0.0000  | 0.0000   |
| 2. Non-                  |          |        |         |          |         |   |         |         |          |
| Institutions             |          |        |         |          |         |   |         |         |          |
| a) Bodies                |          |        |         |          |         |   |         |         |          |
| Corp.                    |          |        |         |          |         |   |         |         |          |
| i) Indian                | 380000   | 0      | 380000  | 2.3125   | 80000   | 0 | 80000   | 0.4868  | (1.8257) |
| ii) Overseas             |          |        |         |          |         |   |         |         |          |
| b)                       | 2227100  | 22100  | 22(0200 | 10.7067  | 2521015 |   | 2521015 | 15 4000 | 1.6061   |
| Individuals              | 2237100  | 32100  | 2269200 | 13.7967  | 2531015 | 0 | 2531015 | 15.4028 | 1.6061   |
| i) Individual            |          |        |         |          |         |   |         |         |          |
| shareholders             |          |        |         |          |         |   |         |         |          |
| holding<br>nominal       |          |        |         |          |         |   |         |         |          |
| share capital            |          |        |         |          |         |   |         |         |          |
| upto Rs. 1               |          |        |         |          |         |   |         |         |          |
| lakh                     |          |        |         |          |         |   |         |         |          |
| Turkii                   |          |        |         |          |         |   |         |         |          |
| ii) Individual           | 6762100  | 850000 | 7612100 | 46.3243  | 7570000 | 0 | 7570000 | 46.0681 | (0.2562) |
| shareholders             |          |        |         |          |         |   |         |         |          |
| holding                  |          |        |         |          |         |   |         |         |          |
| nominal                  |          |        |         |          |         |   |         |         |          |
| share                    |          |        |         |          |         |   |         |         |          |
| capital in               |          |        |         |          |         |   |         |         |          |
| excess of Rs             |          |        |         |          |         |   |         |         |          |

| 1   |              |        |          |         |              |   |                |         |        |
|---|--------------|--------|----------|---------|--------------|---|----------------|---------|--------|
| lakh<br>c) Others –                         | <b>T</b> 005 |        |          |         |              |   | <b>2</b> 005 - |         |        |
| Trusts                                      | 50000        | 0      | 50000    | 0.3043  | 50000.       | 0 | 50000          | 0.3043  | 0.0000 |
| Clearing<br>Member                          | 90000        | 0      | 90000    | 0.5477  | 170285       | 0 | 170285         | 1.0363  | 0.4886 |
| Sub-total (B)(2):- Total Public Shareholdin | 9519200      | 882100 | 10401300 | 63.2855 | 1040130      | 0 | 1040130<br>0   | 63.2983 | 0.0128 |
| g<br>(B)=(B)(1)+<br>(B)(2)                  | 1555010<br>0 | 880000 | 16432200 | 100     | 1643220<br>0 | 0 | 1643220<br>0   | 100.00  | 0.0000 |
|   |              |        |          |         |              |   |                |         |        |
| C. Shares held by                           | 0            | 0      | 0        | 0       | 0            | 0 | 0              | 0       | 0      |
| Custodian<br>for GDRs &<br>ADRs             | 0            | 0      | 0        | 0       | 0            | 0 | 0              | 0       | 0      |
| Grand<br>Total<br>(A+B+C)                   | 1555010<br>0 | 882100 | 16432200 | 100     | 1643220<br>0 | 0 | 1643220<br>0   | 100.00  | 0.0000 |

### B. Shareholding of Promoters

|   | Shareholder's<br>Name | Shareholding at the beginning of the year |   |  | Share holding at the end of the year |   |   |   |
|---|-----------------------|---|---|--|--------------------------------------|---|---|---|
|   |                       | No. of<br>Shares                          | % of total<br>Shares of<br>the<br>company | %of Shares<br>Pledged /<br>encumbered<br>to total shares | No. of<br>Shares                     | % of total<br>Shares of<br>the<br>company | of Shares<br>Pledged /<br>encumbered<br>to total shares | % change<br>in share<br>holding<br>during the<br>year |
| 1 | Sunil Kumar<br>Malik  | 5040100                                   | 30.6271                                   | NIL  | 5040100                              | 30.6721                                   | NIL   | NIL   |
| 2 | Puja Malik            | 985200                                    | 6.0000                                    | NIL  | 985200                               | 5.9955                                    | NIL   | NIL   |
| 3 | Lalit Malik           | 3500                                      | 0.0213                                    | NIL  | 3500                                 | 0.0213                                    | NIL   | NIL   |
| 4 | Kamlesh Malik         | 2100                                      | 0.01                                      | NIL  | 2100                                 | 0.0128                                    | NIL   | NIL   |
|   | Total                 | 6030900                                   | 36.7017                                   | NIL  | 6030900                              | 36.7017                                   | NIL   | NIL   |

### C. Change in Promoters' Shareholding (please specify, if there is no change)

| Sl. No. |  | Shareholding at the beginning of the year |                                  | Cumulative Shareholding during the year |                                  |  |
|---------|--|---|----------------------------------|---|----------------------------------|--|
|         |  | No. of shares                             | % of total shares of the company | No. of shares                           | % of total shares of the company |  |
|         | At the beginning of the year   | No Changes During The Year                |                                  |   |                                  |  |
|         | Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc): | No Changes Durin                          | g The Year                       |   |                                  |  |
|         | At the End of the year   | No Changes Durin                          | g The Year                       |   |                                  |  |

D. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

| Sl. No. |                                     | Shareholdin beginning of | •                                      | Shareholding at the end of the year |  |  |
|---------|-------------------------------------|--------------------------|--|-------------------------------------|--|--|
|         | For Each of the Top 10 Shareholders | No. of shares            | % of total<br>shares of the<br>company | No. of shares                       | % of total<br>shares of the<br>company |  |
| 1       | Gunjan Garg                         | 750000                   | 4.5642                                 | 750000                              | 4.5642                                 |  |
| 2       | Lata Kishnani                       | 350000                   | 2.1300                                 |                                     |  |  |
| 3       | Nidhi Agharwal                      | 340000                   | 2.0691                                 | 340000                              | 2.0691                                 |  |
| 4       | Rohan Agarwal                       | 340000                   | 2.0691                                 | 340000                              | 2.0691                                 |  |
| 5       | Sunil Kumar Malik                   |                          |  | 290000                              | 1.7648                                 |  |
| 6       | Suman Garg                          | 250000                   | 1.5214                                 | 250000                              | 1.5214                                 |  |
| 7       | Mukesh Garg                         | 250000                   | 1.5214                                 | 250000                              | 1.5214                                 |  |
| 8       | Ginny Garg                          | 250000                   | 1.5214                                 | 250000                              | 1.5214                                 |  |
| 9       | Century Finvest Private Limited     | 210000                   | 1.2780                                 |                                     |  |  |
| 10      | Sanyog Agarwal                      | 200000                   | 1.2171                                 | 200000                              | 1.2171                                 |  |
| 11      | K.K. Agarwal                        | 200000                   | 1.2171                                 | 200000                              | 1.2171                                 |  |
| 12      | Sandeep Agarwal                     | 200000                   | 1.2171                                 | 200000                              | 1.2171                                 |  |

### Lata Pritamdas Kishnani

| Sl. No. |   | Shareholding of the year | Shareholding at the beginning of the year |               | Cumulative shareholding during the year |  |
|---------|---|--------------------------|---|---------------|---|--|
|         | For Each of the Top 10 Shareholders   | No. of shares            | % of total<br>shares of the<br>company    | No. of shares | % of total shares of the company        |  |
| 1       | At the beginning of the year  | 350000                   | 2.1300                                    | 350000        | 2.1300                                  |  |
|         | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): | Date: 12.09.2014 -350000 | 2.1300                                    | -350000       | 2.1300                                  |  |
|         | At the end of the year  | Nil                      | Nil                                       | Nil           | Nil                                     |  |

### Sunil Kumar Malik (On behalf of clients of Sunstar Securities, Partnership Firm)

| Sl. No. |   | Shareholding at the year | he beginning of                        | Cumulative shareholding during the year |  |  |
|---------|---|--------------------------|--|---|--|--|
|         | For Each of the Top 10 Shareholders   | No. of shares            | % of total<br>shares of the<br>company | No. of shares                           | % of total<br>shares of the<br>company |  |
| 1       | At the beginning of the year  | Nil                      | Nil                                    | Nil                                     | Nil                                    |  |
|         | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): | Date: 12.09.2014 +290000 | 1.7648                                 | +290000                                 | 1.7648                                 |  |
|         | At the end of the year  | 290000                   | 1.7648                                 | 290000                                  | 1.7648                                 |  |

Century Finvest Private Limited

| Sl. No. |   | Shareholding at t<br>the year | he beginning of                        | Cumulative shareholding during the year |  |
|---------|---|-------------------------------|--|---|--|
|         | For Each of the Top 10 Shareholders   | No. of shares                 | % of total<br>shares of the<br>company | No. of shares                           | % of total<br>shares of the<br>company |
| 1       | At the beginning of the year  | 210000                        | 1.2780                                 | 210000                                  | 1.2780                                 |
|         | Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc): | Date: 23.05.2014 +210000      | 1.2780                                 | +210000                                 | 1.2780                                 |
|         | At the end of the year  | NIL                           | NIL                                    | NIL                                     | NIL                                    |

### E. Shareholding of Directors and Key Managerial Personnel:

| Sl. No. |                                   | Shareholding at<br>the year | the beginning of                 | Shareholding at the end of the year |                                  |  |
|---------|-----------------------------------|-----------------------------|----------------------------------|-------------------------------------|----------------------------------|--|
|         | For Each of the Directors and KMP | No. of shares               | % of total shares of the company | No. of shares                       | % of total shares of the company |  |
| 1       | Sunil Kumar Malik                 | 5040100                     | 30.6721                          | 5040100                             | 30.6721                          |  |
| 2       | Puja Malik                        | 985200                      | 5.9955                           | 985200                              | 5.9955                           |  |
| 3       | Dinesh Singh Patwal               | NIL                         | NIL                              | NIL                                 | NIL                              |  |
| 4       | Puneet Bhawaker                   | 10000                       | 0.0609                           | 10000                               | 0.0609                           |  |
| 5       | Anshu Agarwal                     | 20000                       | 0.1217                           | 20000                               | 0.1217                           |  |
| 6       | Ram Mohan Jha                     | NIL                         | NIL                              | NIL                                 | NIL                              |  |

#### F. INDEBTEDNESS

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

|   | Secured Loans excluding | Unsecured<br>Loans | Deposits | Total<br>Indebtedness |
|---|-------------------------|--------------------|----------|-----------------------|
|   | deposits                |                    |          |                       |
| Indebtedness at the beginning of the financial year   | 36268367                | 0                  | 0        | 36268367              |
| i) Principal Amount<br>ii) Interest due but<br>not paid<br>iii) Interest accrued<br>but not due                                   |                         |                    |          |                       |
| Total (i+ii+iii)  | 36268367                | 0                  | 0        | 36268367              |
| Change in Indebtedness during the financial year Addition Reduction   | 20818383                | 0                  | 0        | 20818383              |
| Net Change  | 20818383                |                    |          | 20818383              |
| Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due | 57086750                | 0                  | 0        | 57086750              |
| Total (i+ii+iii)  | 57086750                | 0                  | 0        | 57086750              |

#### IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

| Sl. | Particulars of Remuneration  | Sunil Kur | nar Mali | k |   | Total Amount |
|-----|--|-----------|----------|---|---|--------------|
|     |  |           |          |   |   |              |
|     | 1. Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (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 | 960000    | -        | - | - | 960000       |
| 2.  | Stock Option   | 0         | 0        | 0 | 0 | 0            |
| 3.  | Sweat Equity   | 0         | 0        | 0 | 0 | 0            |
| 4.  | Commission - as % of profit - Others, specify  | 0         | 0        | 0 | 0 | 0            |
| 5.  | Others, please specify   | 0         | 0        | 0 | 0 | 0            |
|     | Total (A)  | 960000    | -        | - | - | 960000       |
|     | Ceiling as per the Act   |           |          |   |   |              |

#### B. Remuneration to other directors: N.A.

| Sl.<br>no. | Particulars of Remuneration   | Name | Name of Directors |   |   | Total Amount |  |  |
|------------|---|------|-------------------|---|---|--------------|--|--|
|            |   | 0    | 0                 | 0 | 0 | 0            |  |  |
|            | I. Independent Directors     ☐ Fee for attending board / committee meetings     ☐ Commission     ☐ Others, please specify | 0    | 0                 | 0 | 0 | 0            |  |  |

| Total (1)   | 0 | 0 | 0 | 0 | 0 |
|---|---|---|---|---|---|
| 2. Other Non-Executive Directors  ☐ Fee for attending board  committee meetings ☐ Commission ☐ Others, please specify | 0 | 0 | 0 | 0 | 0 |
| Total (2)   | 0 | 0 | 0 | 0 | 0 |
| Total (B)=(1+2)   | 0 | 0 | 0 | 0 | 0 |
| Total Managerial Remuneration   | 0 | 0 | 0 | 0 | 0 |
| Overall Ceiling as per the Act  | 0 | 0 | 0 | 0 | 0 |

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

| Sl.<br>no. | Particulars of Remuneration   | Key Managerial Personnel |                      |          |           |  |  |
|------------|---|--------------------------|----------------------|----------|-----------|--|--|
|            |   | CEO                      | Company<br>Secretary | CFO      | Total     |  |  |
| 1.         | Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961  (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 | N.A.                     | 3.00 Lacs            | 5.3 lacs | 8.30 lacs |  |  |
| 2.         | Stock Option  | N.A.                     | 0                    | 0        | 0         |  |  |
| 3.         | Sweat Equity  | N.A.                     | 0                    | 0        | 0         |  |  |

| 4. | Commission - as % of     | N.A. | 0         | 0        | 0         |
|----|--------------------------|------|-----------|----------|-----------|
|    | profit - Others, specify |      |           |          |           |
| 5. | Others, please specify   | N.A. | 0         | 0        | 0         |
|    | Total                    | N.A. | 3.00 Lacs | 5.3 lacs | 8.30 lacs |

#### V. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

| Туре             | Section of<br>the Companies<br>Act | Brief<br>Description | Details of<br>Penalty /<br>Punishment/<br>Compounding<br>fees imposed | Authority [RD / NCLT / COURT ] | Appeal made, if any (give Details |
|------------------|------------------------------------|----------------------|---|--------------------------------|-----------------------------------|
| A. COMPANY       |                                    | NIL                  |   |                                |                                   |
| Penalty          |                                    |                      | NIL   |                                |                                   |
| Punishment       |                                    |                      | NIL   |                                |                                   |
| Compounding      |                                    |                      | NIL   |                                |                                   |
| B. DIRECTORS     | ,                                  | NIL                  |   |                                |                                   |
| Penalty          |                                    |                      | NIL   |                                |                                   |
| Punishment       |                                    |                      | NIL   |                                |                                   |
| Compounding      |                                    |                      | NIL   |                                |                                   |
| C. OTHER OFFICER | S IN DEFAULT                       | NIL                  |   |                                |                                   |
| Penalty          |                                    |                      | NIL   |                                |                                   |
| Punishment       |                                    |                      | NIL   |                                |                                   |
| Compounding      |                                    |                      | NIL   |                                |                                   |

#### CORPORATE GOVERNANCE REPORT

#### **Corporate Governance**

The Company is fully compliant with the mandatory requirements of Clause 52 of the Listing Agreement formulated by Securities and Exchange Board of India and Stock Exchanges. The Company presents its report on compliance of governance conditions specified in Clause 52 of the Listing Agreement.

#### Company's Philosophy

Corporate Governance for the Company means achieving high level of accountability, efficiency, responsibility and fairness in all areas of operation. Our Employees are committed towards the protection of the interest of the Stakeholders viz. Shareholders, creditors, investors, clients etc. Our policies consistently undergo improvements keeping in mind our goal i.e. maximization of value of all the stakeholders.

#### The goal is achieved through -

- Infusion of best expertise in the Board;
- Consistent monitoring and improvement of the human and physical resources;
- •Board/Committee meetings at regular intervals to keep the Board informed of the recent happenings.

#### **Board of Directors**

#### **Composition of Board**

The Board has four members with an Executive Chairman. The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in general corporate management, finance, banking and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director subject to supervisions and control of the Board.

#### Non executive director's compensation and disclosures

None of the non-executive directors has any material pecuniary relationships or transactions with the company, its promoters, directors and associates which in their judgment would affect their independence. None of the directors are inter-se related to each other. None of the non-executive directors has received any fees/Compensation in financial year 2014-2015 and in aggregate

#### Other Provision as to Board and Committees

The Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable the Board to take decision. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. Matters discussed at Board Meeting generally relate to Company's performance, quarterly results of the Company, approval of related-party transactions, general notice of interest of Directors, review of the reports of the Audit Committee and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

The composition and category of the Board of Directors as at March 31, 2015, the number of other Directorships/Committee memberships held by them and also the attendance of the Directors at the Board meetings of the Company are as under:

| Sr. No. | Name of Directors                            | Designation                                       | No. of Dire | No. of Directorship |        | Committee |
|---------|--|---|-------------|---------------------|--------|-----------|
|         |  |   | Public      | Private             | Member | Chairman  |
| 1.      | Shri Sunil Kumar<br>Malik<br>DIN:00143453    | Managing<br>Director/Chair<br>man                 | NIL         | SEVEN               | THREE  | NIL       |
| 2.      | Smt. Puja Malik<br>DIN:01189442              | Non- Executive<br>Non-<br>Independent<br>Director | NIL         | TWO                 | TWO    | NIL       |
| 3.      | Shri. Dinesh Singh<br>Patwal<br>DIN:01146482 | Non- Executive<br>Independent<br>Director         | ONE         | FOUR                | THREE  | ONE       |
| 4.      | Shri Puneet<br>Bhawaker<br>DIN:06971183      | Non- Executive<br>Independent<br>Director         | NIL         | ONE                 | ONE    | TWO       |

None of the Directors hold directorship in more than 20 Companies nor is a member in more than ten committees or acts as chairman of more than 5 committees across all the companies in which they are Directors.

During the year under review, 5 Board Meetings were held on this financial year 2014-2015 and the gap between two meetings did not exceed four months. The dates on which the Board Meetings were held are as follows: The last Annual General Meeting was held on **29**<sup>th</sup> **September 2014**.

| Name of<br>Director             | Category | 30.05.2014 | 03.09.2014 | 14.11.2014 | 08.01.2015 | 18.02.2015 |
|---------------------------------|----------|------------|------------|------------|------------|------------|
| Shri Sunil<br>Kumar Malik       | Director | <b>V</b>   | <b>V</b>   | х          | <b>V</b>   | <b>V</b>   |
| Smt. Puja<br>Malik              | Director | х          | <b>V</b>   | <b>V</b>   | <b>V</b>   | <b>V</b>   |
| Shri Sachin<br>Kumar<br>Agarwal | Director | 1          | 1          | x          | х          | х          |
| Shri Dinesh<br>Singh Patwal     | Director | V          | V          | 1          | V          | V          |
| Shri Puneet<br>Bhawaker         | Director | х          | х          | 1          | V          | V          |

The company issued formal letters of appointment to independent directors in the manner as provided in the Companies Act, 2013. The terms and conditions of appointment are disclosed on the website of the company.

The company has formulated a policy to familiarise the independent directors with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc., through various programmes. The details of such familiarisation programmes are disclosed in the website of the company.

#### **Reappointment of Directors**

The brief particulars of the Director of the company, being eligible for re-appointment as Directors, retiring by rotation at the ensuing Annual General Meeting is as follows:

Mrs. Puja Malik, aged 40 years, is currently a Non Executive Director of the Company and joined its Board of Directors on 22.11.1999. She has completed her B.ED from Maharshi Dayanand University, Rohtak. She has over 10 years experience in managing human resource and administration of our Company.

Mrs. Puja Malik retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re appointment at the ensuing Annual General Meeting.

#### **Committees of the Board**

#### **Audit Committee**

The Audit Committee inter alia performs the functions of approving Annual Internal Audit Plan, review of financial reporting System, internal control system, discussion on quarterly, half yearly and annual financial results, interaction with Statutory & Internal Auditors, one-on-one meeting with Statutory and Internal Auditors, recommendation for the appointment of Statutory and fixing their remuneration, appointment and remuneration of Internal Auditors, Review of Business Risk Management Plan, Management Discussions & Analysis, Review of Internal Audit Reports, significant related party transactions. The Company has framed the Audit Committee Charter for the purpose of effective compliance of Clause 52 of the Listing Agreement. In fulfilling the above role, the Audit Committee has powers to investigate any activity within its terms of reference, to seek information from employees and to obtain outside legal and professional advice.

Our Company has constituted an Audit Committee, as per the provisions of Section 177 of the Companies Act 2013. The committee functions as prescribed under Section 177 of the Companies Act, 2013 and Clause 52 of the listing agreement. The members of the committee at present are:

| Name of Directors    | Designation in Committee | Nature of Directorship      | Total meeting held during the year |
|----------------------|--------------------------|-----------------------------|------------------------------------|
| Sachin Kumar Agarwal | Chairman                 | Non-Executive & Independent | 2                                  |
| Puneet Bhawaker      | Chairman                 | Non-Executive & Independent | 2                                  |
| Dinesh Singh Patwal  | Member                   | Non-Executive & Independent | 4                                  |
| Sunil Kumar Malik    | Member                   | Managing Director           | 3                                  |

Sachin Kumar Agarwal resigned from the post of Independent Directors with effect from 03.09.2014

#### Terms of reference of the audit committee are broadly defined as under:

The Committee's terms of reference powers, role and functions are as stipulated in Clause 52 of the Listing Agreement and under Section 177 of the Companies Act, 2013.

The quorum for the Audit Committee meeting is 1/3 of the total strength or 2 whichever is higher but there should be a minimum 2 independent director present at the meeting. The Company Secretary acts as the

Secretary to the Committee. The terms of reference of the Audit Committee are in line with Stock Exchange Listing Agreement and provisions of Section 177 of the Companies Act, 2013.

Four Audit Committee meetings were held during the year and the gap between two meetings never exceeded four months. The dates on which such meetings were held are as follows:

30th May, 2014 – 03rd September, 2014 - 14th November, 2014 - 18th February, 2015

#### Share Transfer and Share Holders/Investor Grievance Committee

Our Company has constituted a Shareholders'/Investors' Grievance Committee. The committee is formed to specifically look into the redressal of shareholder and investor complaints. The members of the committee at present are:

| Name of Directors    | Designation in Committee | Nature of Directorship      | Total meeting held during the year |
|----------------------|--------------------------|-----------------------------|------------------------------------|
| Sachin Kumar Agarwal | Chairman                 | Non-Executive & Independent | 2                                  |
| Puneet Bhawaker      | Chairman                 | Non-Executive & Independent | 2                                  |
| Dinesh Singh Patwal  | Member                   | Non-Executive & Independent | 4                                  |
| Sunil Kumar Malik    | Member                   | Managing Director           | 3                                  |

Sachin Kumar Agarwal resigned from the post of Independent Directors with effect from 03.09.2014

The various issues addressed in connection with Shareholders and Investor services & grievances are:

#### a) Share transfer:

- i) Approve and effect transfer and transmission of shares.
- ii) Issue of new Share Certificates in lieu of lost /mutilated share certificates.
- iii) Consolidation of folios/transposition of names

#### b) Shareholders/ Investors complaints:

- i) Non receipt of shares after transfer / transmission
- ii) Non receipt of Annual Report
- iii) Other matters including change of address etc.

Four Share Transfer and Share Holders/Investor Grievance Committee meetings were held during the year and the gap between two meetings never exceeded four months. The dates on which such meetings were held are as follows:

30th May, 2014 – 03rd September, 2014 - 14th November, 2014 - 18th February, 2015

The company secretary acts as the secretary to the committee

#### Status of Complaints received, resolved and pending as on 31st March, 2015

Number of Shareholders' Complaints received during the year Nil

Number of Shareholders' Complaints resolved during the year Nil

Number of Shareholders' Complaints Pending at the end of the year Nil

#### Name, Designation and address of the Compliance Officer:

#### Mr. Ram Mohan Jha

#### **Anisha Impex Limited**

56/33, Site-IV, Industrial Area

Sahibabad, Ghaziabad-201010

Uttar Pradesh,

Tel: =91 120 454 3708

Email: ipo@anishaimpex.com, Website: www.anishaimpex.com

#### Remuneration Committee/Compensation Committee

Our Company has constituted a Remuneration/ Compensation Committee. The members of the said committee are

| Name of Directors    | Designation in | Nature of Directorship | Total meeting held |
|----------------------|----------------|------------------------|--------------------|
|                      | Committee      |                        | during the year    |
| Dinesh Singh Patwal  | Chairman       | Non-Executive &        | 4                  |
|                      |                | Independent            |                    |
| Sachin Kumar Agarwal | Member         | Non-Executive          | 2                  |
|                      |                | &Independent           |                    |
| Puneet Bhawaker      | Chairman       | Non-Executive &        | 2                  |
|                      |                | Independent            |                    |
| Puja Malik           | Member         | Non-Executive & Non    | 3                  |
|                      |                | Independent            |                    |

Sachin Kumar Agarwal resigned from the post of Independent Directors with effect from 03.09.2014

The company secretary acts as the secretary to the committee

#### The terms of reference of the compensation committee are:

- 1.To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/ Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
- 2.To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/ Executive Directors, including pension rights and any compensation payment.

Four Remuneration Committee/Compensation Committee meetings were held during the year and the gap between two meetings never exceeded four months. The dates on which such meetings were held are as follows:

30th May, 2014 – 03rd September, 2014 - 14th November, 2014 - 18th February, 2015

#### **Independent director's meeting**

During the year under review, the Independent Directors met on March 31, 2015, inter alia to discuss:

- i. review the performance of non-independent directors and the Board as a whole;
- ii. review the performance of the Chairperson of the company, taking into account the views of executive directors and non-executive Directors;

iii. assess the quality, quantity and timeliness of flow of information between the company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

#### Formulation of policy for selection and appointment of directors and their remuneration

The Nomination and Remuneration Committee discussed and thereafter decided upon the policy for selection of appointment of directors and their remuneration. The highlights of this policy are as follows:

#### 1. Criteria of selection of Non Executive Directors

- a. The Non Executive Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of manufacturing, marketing, finance, taxation, law, governance and general management.
- b. In case of appointment of Independent Directors, the Committee shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.

- c. The Committee shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- d. The Committee shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director.
- i. Qualification, expertise and experience of the Directors in their respective fields;
- ii. Personal, Professional or business standing;
- iii. Diversity of the Board.
- e. In case of re-appointment of Non Executive Directors, the Board shall take into consideration the performance evaluation of the Director and his engagement level

#### 2. Remuneration

The Non Executive Directors shall be entitled to receive remuneration by way of sitting fees for participation in the Board / Committee meetings and commission as detailed hereunder:

- i. A Non Executive Director shall be entitled to receive sitting fees for each meeting of the Board or Committee meeting attended by him/her at his/her discretion of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;
- ii. The Committee may recommend to the Board, the payment of commission on uniform basis, to reinforce the principles of collective responsibility of the Board.
- iii. The payment of such commission would be at the discretion of board only and shall not exceed 1% of the net profit of the Company;
- iv. The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company

#### 3. Managing Director & Whole Time Director - Criteria for selection / appointment

For the purpose of selection of the Managing Director or Whole Time Director the Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board.

The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

Remuneration for the Managing Director or Whole Time Director

i. At the time of appointment or re-appointment, the Managing Director or Whole Time Director may be paid such remuneration as may be mutually agreed between the Company (which includes the nomination & Remuneration Committee and the Board of Directors) and the Managing Director or Whole Time Director within the overall limits prescribed under the Companies Act, 2013.

- ii. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.
- iii. The remuneration of the Managing Director or Whole Time Director may be broadly divided into fixed and variable components.

The fixed component shall comprise salary, allowances, perquisites, amenities and retrial benefits. The variable component shall comprise performance bonus.

- iv. In determining the remuneration (including the fixed increment and performance bonus) the Committee shall ensure / consider the following:
- a. the relationship of remuneration and performance benchmarks is clear;
- b. balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- c. responsibility required to be shouldered by the Managing Director or Whole Time Director, the industry benchmarks and the current trends.

#### Remuneration policy for the senior management employees

- I. In determining the remuneration of the Senior Management Employees (i.e.KMPs) and senior officers just below the board level) the Committee shall ensure / consider the following:
- i. the relationship of remuneration and performance benchmark is clear;
- ii. the balance between fixed and incentive pay reflecting short and long term performance objectives, appropriate to the working of the Company and its goals;
- iii. the remuneration is divided into two components viz. fixed component comprising salaries, perquisites and retirement benefits and a variable component comprising performance bonus;
- iv. the remuneration including annual increment and performance bonus is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals' performance and current compensation trends in the market.
- II. The Managing Director or Whole Time Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors and thereafter shall recommend the annual increment and performance incentive to the Committee for its review and approval.

#### Performance evaluation

Pursuant to the provisions of the Companies Act, 2013 and Clause 52 of the Listing Agreement, a separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board who were evaluated on parameters such as level of engagement and contribution and independence of judgment thereby safeguarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The board also carried out annual performance evaluation of the working of its Audit, Nomination and Remuneration as well as stakeholder relationship committee. The Directors expressed their satisfaction with the evaluation process.

#### Policy on Disclosure and Internal procedure for prevention of Insider Trading

Compliance Officer is responsible for setting forth policies, procedures, monitoring and adherence to the rules for the preservation of price sensitive information and the implementation of the code of conduct under the overall supervision of the Board

#### **CEO/CFO Certification**

The Managing Director and the person heading the finance function has certified to the board that:

- a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
- (i) These statements do not contain any materially untrue statement or omit any material factor 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 the existing accounting standards, applicable laws and regulations.
- b) There are, to the best of their knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal, or violated of the companies code of conduct.
- c) They accepted responsibility for establishing and maintaining internal controls and that they have evaluated the effectiveness of internal control systems of the company and they have disclosed to the auditors and the audit committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) They 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 they 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.

**General Body Meetings:** 

The details of date, time and location of annual general meetings held in the last three years are as under:

| Year    | Date of AGM | Day      | Time      | Venue                                |
|---------|-------------|----------|-----------|--------------------------------------|
| 2013-14 | 29.09.2014  | Monday   | 11.00 a.m | 159.Gagan Vihar, New Delhi-110051    |
| 2012-13 | 30.09.2013  | Monday   | 3.30 p.m  | 159.Gagan Vihar, New<br>Delhi-110051 |
| 2011-12 | 29.09.2012  | Saturday | 3.30 p.m  | 159.Gagan Vihar, New<br>Delhi-110051 |

No. of Special resolutions passed during the last three AGM's:-

| AGM     | No. Of Special Resolution |
|---------|---------------------------|
| 2013-14 | Three                     |
| 2012-13 | Nil                       |
| 2011-12 | Nil                       |

Postal Ballot: -

At the Previous & forthcoming Annual General Meeting, there is no resolution proposed to be approved by postal ballot.

#### **Subsidiary Company**

There is no any subsidiary company.

#### Proceeds from Public issue, rights issue, preferential issue

During the period there is no any further issue of equity share capital.

#### **Disclosures**

#### **Related Party Transaction:**

The Company had not entered into any transaction of a material nature, which will have a conflict with its interest during the year. The disclosure of related party transactions as required by the Accounting Standard (AS) 18 on 'Related Party Disclosers' issued by the Institute of Chartered Accountants of India (ICAI).

#### **Statutory Compliance, Penalties and Strictures:**

The Company has complied with all the requirements of the listing agreements with the stock exchanges as well as regulations and guidelines of SEBI. No penalties have been imposed or stricture has been issued by SEBI, stock exchanges or any Statutory Authorities on matters relating to capital markets during the last three years.

The Company has followed all relevant accounting standards notified by the Companies Accounting Standards Rules 2006 and relevant provisions of the Companies Act, read with the general circular 8/2014 dated April 04, 2014 while preparing its financial statements.

#### **Disclosure of Resignation of Directors**

Mr. Sachin Kumar Agarwal has resigned from the Board of Directors with effect from 03.09.2014

#### **Whistle Blower Policy:**

The Company has framed a Code of Conduct for Directors and Senior Management and Code of Conduct for Prevention of Insider Trading. At present, the Company does not have any formal Whistle Blower Policy.

#### **Reconciliation of Share Capital Audit:**

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

#### **Status of Compliance with non-mandatory requirements:**

#### The Board:

No separate office for the Chairman is maintained, and hence no reimbursement is made towards the same. Specific tenure has been specified for the Independent Director, they are not liable to retire by rotation and seek re-appointment by the Members.

#### **Remuneration Committee:**

Details regarding Remuneration Committee are provided and forms part of this report.

#### Shareholders' Right:

The Company has posted its half yearly and annual financial results on its website i.e. www.anishaimpex.com.

#### **Audit Qualification:**

There are no audit qualifications in the financial statements for the financial year 2014-15. Standard practices and procedures are followed to ensure unqualified financial statements.

#### **Mechanism for evaluating Non-Executive Board Members:**

The Company presently does not have any formal mechanism for evaluating Non-Executive Board Members.

#### **Whistle Blower Policy:**

At present, the Company does not have any formal Whistle Blower Policy.

**Means of communications:** 

The half yearly and annual results are communicated to all the Stock Exchanges where the Company's shares are listed. Further the results are not sent individually to the shareholders. These results are simultaneously

posted on the website for the Company at www.anishaimpex.com

**Code of conduct:** 

The Board of Director has adopted the Code of Business Conduct and Ethics for Director and Senior

Management. The said Code has been communicated to the Directors and members of the Senior

Management.

Annual declaration by CEO / Managing Director pursuant to clause 52 (1)(d)(ii) of the listing

agreement

I, Sunil Kumar Malik, Managing Director of Anisha Impex Limited hereby declare that all the members of the

Board of Directors of the Company and Senior Management Personnel have affirmed compliance with the Code of Conduct applicable to them as laid down by the Company in terms of Clause 52(1)(d)(ii) of the

Listing Agreement entered into with the Stock Exchanges for the financial year ended 31st March, 2015.

For Anisha Impex Limited

Sd/-

Sunil Kumar Malik

(Managing Director)

DIN: 00143453

159, Gagan Vihar

Delhi-110051

New Delhi

Date: 02.09.2015

#### **General Shareholder Information**

#### **Annual General Meeting**

| Date & Time               | 30.09.2015   |
|---------------------------|--|
| Venue                     | 159,Gagan Vihar, New Delhi-110051  |
| Financial Year            | 2014-2015  |
| Date of Book Closure      | 24 <sup>th</sup> September to 30 <sup>th</sup> September,2015  |
| Dividend Payment Date     | N.A.   |
| Listing on Stock Exchange | SME Platform of BSE Limited  |
| Scrip Code/Symbol         | 537785   |
| NSDL/CDSL-ISIN            | INE084Q01012   |
| CIN Number                | L17101DL1999PLC102506  |
| RTA                       | Big share Services Private Limited<br>E/2,Ansa Industrial Estate<br>Saki Vihar Road, Sakinaka<br>Andheri (East),Mumbai-400072<br>+91 22 40430200 |

#### **Stock Market Data**

| MONTH      | The Month<br>Exchange | High a | nd Low | Prices | during t | he year | at Bomba         | ay Stock         |
|------------|-----------------------|--------|--------|--------|----------|---------|------------------|------------------|
| MARCH 2015 | Date                  | Open   | High   | Low    | Close    | WAP     | No. of<br>Shares | No. of<br>Trades |
|            | 04/03/2015            | 9.00   | 9.00   | 9.00   | 9.00     | 9.00    | 10000            | 2                |
|            | 13/03/2015            | 7.20   | 7.20   | 7.20   | 7.20     | 7.20    | 10000            | 2                |
|            | 16/03/2015            | 6.49   | 6.49   | 6.49   | 6.49     | 6.49    | 10000            | 2                |
|            | 18/03/2015            | 7.13   | 7.13   | 7.13   | 7.13     | 7.13    | 10000            | 2                |

| 20/03/2015 | 6.60 | 7.84 | 6.60 | 7.84 | 7.02 | 30000  | 6 |
|------------|------|------|------|------|------|--------|---|
| 26/03/2015 | 7.10 | 7.10 | 7.10 | 7.10 | 7.10 | 250000 | 7 |

Share holding pattern of the Company as on 31.03.2015:

| Sr.No. | Category  | No. of Shares | % (Percentage) |
|--------|---|---------------|----------------|
| 1.     | Promoters (Including<br>Promoters Body Corporate) | 6030900       | 36.7017%       |
| 2.     | Body Corporate                                    | 80000         | 0.4868%        |
| 3.     | Public  | 10101015      | 61.4709%       |
| 4.     | Clearing Members                                  | 170285        | 1.0363%        |
| 5.     | Trusts  | 50000         | 0.3043%        |
|        | Total   | 16432200      | 100.0000       |

Distribution of Shareholding as on 31.03.2015:

| No. of Shares Held | No. of<br>Shareholders | Percentage (%) | Share Amount | % of Total |
|--------------------|------------------------|----------------|--------------|------------|
| 1-5000             | 1                      | 0.2364         | 2850         | 0.0017     |
| 20001-30000        | 4                      | 0.6456         | 84000        | 0.0511     |
| 30001-40000        | 1                      | 0.2364         | 35000        | 0.0213     |
| 40001-50000        | 3                      | 0.7092         | 150000       | 0.0913     |
| 50001-100000       | 257                    | 60.7565        | 25697150     | 15.6383    |
| 100001-9999999999  | 157                    | 37.1158        | 138353000    | 84.1963    |
| Total              | 423                    |                | 164322000    | 100.0000   |

**Share Transfer System:** 

Trading in Equity Shares of the Company is permitted only in dematerialized form as per notification issued by the Securities & Exchange Board of India (SEBI). Big Share Services Private Limited handles both Demat and Physical Shares Transfers.

The Share Transfers which are received in physical form are processed and the share certificates are returned within 21 days from the date of receipt, subject to Documents being valid and complete in all respects.

#### **Demateralisation of Shares:**

As on 31st March, 2015, a total of 16432200 Equity shares are in dematerialized form representing 100% of total issued, subscribed and paid - up share capital of the Company. The Equity Shares of the Company are regularly traded on BSE Limited.

Outstanding GDRs/ ADRs/ Warrants or any convertible instruments: Nil

**Plant Locations:** 

Not Applicable

Address for Correspondence:-

**Company: Anisha Impex Limited** 

56/33 Site-IV, Industrial Area

Sahibabad, Ghaziabad

**Uttar Pradesh-201010** 

Email: ipo@anishaimpex.com,

Website: www.anishaimpex.com

#### **DECLARATION**

As provide under Clause 52 of the Listing Agreement with the Stock Exchange, all Board members and senior management personnel have affirmed compliance with Anisha Impex Limited Code of Business Conduct and Ethics for the year ended March 31, 2015

FOR ANISHA IMPEX LIMITED

Sd/-Sunil Kumar Malik (Managing Director) DIN: 00143453 159, Gagan Vihar Delhi-110051

Place: Delhi Date: 02.09.2015

#### **COMPLIANCE CERTIFICATE**

## CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 52 OF THE LISTING AGREEMENT

To the Shareholders of Anisha Impex Limited

We have examined the compliance of conditions of corporate governance by Anisha Impex Limited for the year ended on 31<sup>st</sup> March, 2015 as stipulated in clause 52 of the listing agreement(s) of the said company with stock exchange(s) in India.

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

In our opinion and to the best of our information and explanations given to us and the representation made by the management, we certify that the Company has complied with the conditions of corporate governance as stipulated in Clause 52 of the Listing Agreement.

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 Kishnani & Associates Chartered Accountants

Sd/-Nandlal P. Kishnani Proprietor M.N. 075183

Place: New Delhi

Dated: 02<sup>nd</sup> September, 2015

#### **Management Discussion and Analysis Report**

#### **Industry Structure and Development**

We are currently engaged in the business of trading of fabrics. We are a multi-product fabric trading and our range includes fabrics for bedding, windows dressing, decorative, pillows and accents, table linen, kitchen linen and other home furnishing fabrics. We have a diverse product portfolio. We also participate in auctions carried by authorized agents of customs and ports to buy the textile materials confiscated by them. We are able to get these textile materials at a cheaper rate from these auctions.

Our Business Process is buying regular lots through mils & traders and buying odd lots in the auction by authorised agents of customs & ports, then after direct sale or get some process done from the outside and then sale.

We are currently serving the corporate and other clients from various spheres of textile industry. Our customers during FY 2014-2015 include Alps Industries Limited, Argon Denims Limited, BBD Traders Private Limited, Faishons Flasher India Private Limited, and Nagar Handloom Private Limited amongst others.

#### **Industry Overview:**

India's Textiles and Garments industry, which accounts for 14% of India's total industrial production and 4% of India's GDP, is considered as one of the significant contributor to the national economy. After witnessing challenges during the year 2013 and for most part of 2014 given unfavourable economic conditions, the Indian textiles and garments sector has seen reversal of trends in second half of 2014. With domestic and global economic conditions gradually improving along with the focused efforts made by Ministry of Textiles, Indian textiles and garments sector is set for growth, buoyed by revival in domestic consumption and export demand.

Improved demand from the US market, rising cost of labour in China would provide boost to the Indian textile exports

In dollar terms, the total value of textile products exported from India touched US \$35.4 bn in FY14, which was 12% higher compared to FY13. The US has been the primary market for Indian textile exporters and accounts for the major share of India's textile and garments exports. As per the US Dept. of Commerce's Office of Textiles and Apparel (OTEXA), Indian textile and apparel exports to the US have risen nearly 7% during Jan – Oct 2014 as compared to the previous corresponding period. During the same period, textile/apparel exports of China to the US increased by 1.5%.

India's growth in textile and apparel exports can largely be attributed to the steady growth in demand from the US market. In addition to this, others factors that are contributing to India's textile growth story are:

- Continuing slowdown in the Chinese textile exports to the US due to rising labour costs and power shortages
- Non-compliance of textiles units in Bangladesh to the global safety standards
- Labour unrest in Cambodia's textile plant
- High cost of credit in Vietnam
- Appreciation of Indonesian currency during January, 2014

All these factors combined together are expected to enable India to significantly turnaround its textile industry. Also, with economic scenario in the US gradually improving, the demand for textile products is expected to improve further. This would help in the growth of India's textile exports.

#### a) Government Initiatives

While US and EU continue to remain primary markets for Indian textile and garment products, Indian government has taken various initiatives to reduce India's dependence on these markets. In order to encourage textile exporters to focus on new markets and reduce their reliance on US and EU, the government, under the Focus Market Scheme, introduced duty credit scrip which the textile exporters can avail on export to 26 additional countries apart from existing destinations. In addition in 2013, the Indian government signed MOUs with governments of various countries such as Mauritius, Tehran, Japan, Uzbekistan, Romania, Sri Lanka and Myanmar in order to provide boost to the Indian textile

Recently the government also passed the Textile Undertakings (Nationalization) Laws (Amendment and Validation) Bill, 2014 to ensure proper and effective implementation of the revival scheme for sick textile units. In Budget FY15, a sum of Rs 5 bn was allocated for developing textile mega-cluster at Varanasi and six more at Bareilly, Lucknow, Surat, Kutch, Bhagalpur and Mysore and also allocated Rs 100 mn to set up a Trade Facilitation Centre and a Crafts Museum to develop and promote handloom products .

In addition, the 'Make in India' campaign launched by the government intends to provide a further boost to the Indian textile industry and enable it achieve 20% growth in exports and sustain 12% growth rate in domestic market till 2024-25 as suggested by report of expert committee on Vision, Strategy and Action Plan for Indian Textiles and Apparel Sector. The campaign also focused on providing investment opportunities for foreign companies and entrepreneurs across the entire value chain of synthetics, value-added and specialty fabrics, fabric processing set-ups for all kinds of natural and synthetic textiles, technical textiles, garments and retail brands.

These initiatives taken by the Indian government to provide boost to the textile industry coupled with the recent developments in the global market are expected to widen the export markets for the textile exporters and also help in driving textile growth in the domestic market.

#### **Operational Performance**

During the current period, your company has shown an increase in revenue to the extent of ₹3973.87 Lakhs during FY 2013-14 to ₹ 4206.45 Lakhs during FY 2014-15. PAT has shown and increase of from ₹ (1.90) Lakhs during FY 2013-14 to ₹ 12.06 Lakhs during FY 2014-15.

#### Outlook

Indian economy is adversely affected by persistent inflation over the last few years. The rising incomes propped the purchasing power of the population, driving consumption demand in sectors, where supply lagged particularly, in food-grain and non food-grain commodities, Sharp increase in international prices of fuels also contributed to inflationary pressure. The Government has been going very slow on various reforms, expected by large investors and market. Market participants were particularly concerned about subsidies fertilizer, food and fuel; falling rupee against dollar; widening current account and fiscal deficits. Net Buys by the Foreign Institutional investors have been declining during the year as compared to these of the earlier years. Economic situations in Euro Zone countries and other priced the Capital Market towards losses.

#### Risk & Concerns

The Company is mainly exposed to external risks in the form of reduction in value of its investments and fall in returns due to dip in the investee company's performance. The Company is also exposed to the fluctuations of economy and industry cycles / downturns.

#### **Adequacy of Internal Control System**

The Company has adequate internal control systems for the business processes in respect of all operations, financial reporting, compliance with laws and regulations etc. The management information system forms an effective and sound tool for monitoring and controlling all operating parameters. Regular internal audits ensure that responsibilities are executed effectively. The Audit Committee reviews the adequacy of internal controls on regular basis.

#### **Human Resource Development**

The Company recognizes that its human resource is its strength in realizing its goals and objectives

#### **Cautionary Statement**

The Statement in this Management Discussion and Analysis report, describing the Company's outlook, projections, estimates, expectations or predictions may be "Forward looking Statements" within the meaning of applicable securities laws or regulations. Actual results could differ materially from those expressed or implied.

For and on behalf of the board of directors

Sd/-Sunil Kumar Malik Managing Director DIN: 00143453 159, Gagan Vihar Delhi-110051

Place: Delhi Date: 02.09.2015

#### **MARS & Associates**

(CHARTERED ACCOUNTANTS) 202, Jain Bhawan, 18/12 WEA, Pusa Lane, Karol Bagh, New Delhi-110005

TEL: 011-28753245, 9868156062

#### **INDEPENDENT AUDITORS' REPORT**

TO
THE MEMBERS
ANISHA IMPEX LIMITED

#### **Report on the Financial Statements**

1. We have audited the accompanying financial statements of ANISHA IMPEX LIMITED (the Company) as on 31st MARCH 2015which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and 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

2. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these 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 Companies (Accounts) Rules, 2014. This responsibility 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; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring 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

- 3. Our responsibility is to express an opinion on these 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.
- 4. An audit involves performing procedures to obtain audit evidence about the amounts and 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, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as

5. 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** 

6. In our opinion and to the best of our information and according to the explanations given to us, the 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 31st March 2015, its profit/loss and its cash

flows for the year ended on that date.

a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2015;

b) in the case of the Profit and Loss Account, of the profit/loss for the year ended on that date; and

c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

7. As required by the Companies (Auditor's Report) Order, 2015 ("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 statement on the matters Specified in paragraphs

3 and 4 of the Order, to the extent applicable.

8. As required by section 114(3) of the Act, we report that:

a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the

purpose of our audit;

b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our

examination of those books

c) the Balance Sheet, Statement of Profit and Loss, and 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 applicable Accounting Standards specified under Section

133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014

e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board

of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section

164(2) of the Act

f) In our opinion and to the best of our information and according to the explanations given to us, we report as under with

respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and

Auditors) Rules, 2014::

(i) The Company does not have any pending litigations which would impact its financial position

(ii) The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on

any material foreseeable losses thereon does not arise

(iii) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor

Education and Protection Fund. The question of delay in transferring such sums does not arise

Forming an Opinion and Reporting on Financial Statements

For MARS & Associates (Chartered Accountants)

Place : DELHI Dated : 30/05/2015 ANNEXURE REFERRED TO IN THE AUDIT REPORT OF EVEN DATE TO THE MEMBERS OF ANISHA IMPEX LIMITED ON THE ACCOUNTS FOR THE YEAR ENDED 31st MARCH 2015

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- 1 (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) As explained to us, fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification;
- In our opinion and according to the inormation given to us and on the basis of our examination of the records of inventoy, the company is maintaing proper records of inventory and no discrepancies were noticed on physical vertification of inventory as compared to book records.
- The company has not granted any loans, secured or unsecured to/from companies, firms or other parties covered in the register maintained under section 189 of the Act.
- 4. In our opinion and according to the information and explanation given to us, there are an adequate internal control procedures commensurate with the size of the company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct any major weaknesses in internal controls.
- 5. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
- 6. In our opinion the company has and internal audit system commensurate with its size and the nature of its business.
- 7. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act
- 8. The provision of Provident Fund Act and ESIC are applicable to the company.
- 9. There was no amount outstanding as on 31st MARCH 2015 in respect of undisputed income tax, sales tax, custom duty, excise duty for a period of more than six months from the date, they became payable.
- 10. The compnay does not have accumulated losses at the end of financial year equal to or more than 50% of its networth. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- 11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in payment of dues to financial institutions and banks. The company does not have any borrowings by way of debtneutes.
- 12. The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- 13. In our opinion and according to the information and explanations given to us, the nature of activities of the company does not attract any special statute applicable to chit fund and nidhi/mutual benefit fund/societies.
- 14. Proper records have been maintained of the transactions and contracts and timely entries have been made therein for dealing or trading in shares, securities, debentures and other investments
- 15. In our opinion and according to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- 16. The company has not obtained any term loans. Hence the question of application for the purpose for which they were obtained does not arise.
- 17. According to information and explainations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short term basis have been used for long term investments. No long term funds have been used to finance short term investments.
- 18. The company has not made preferential allotment of shares to parties and companies covered in the Register under sec 301 of the Act
- 19. The company has not issued any debentures.
- 20. The company has not raised money by public issue for the year ended 31.03.2015
- 21. Based on the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the year.

For MARS & Associates (Chartered Accountants)

Sd/-

Place: DELHI Dated: 30/05/2015

> (Sd- RAJESH KUMAR AGRAWAL, Partner) M.N. 89057

| 93/2015<br>n Rs.) | 31/03/2014<br>(in Rs.)   |
|-------------------|--------------------------|
|                   |                          |
|                   |                          |
| 164322000         | 164,322,000              |
| 3800097           | 2,594,004                |
| 0                 | -                        |
| 168122097         | 166,916,004              |
| 0                 | -                        |
|                   |                          |
| 0                 | -                        |
| 1101941           | 963,993                  |
| 0                 | -                        |
| 0                 | -                        |
| 1101941           | 963,993                  |
| 57086750          | 26 269 267               |
| 15389319          | 36,268,367<br>58,390,809 |
| 1666828           | 573,485                  |
| 432418            | 226,775                  |
| 74575315          | 95,459,436               |
|                   |                          |
| 243799353         | 263,339,433              |
|                   |                          |
| 26208333          | 24,128,888               |
| 0                 | -                        |
| 0                 | -                        |
| 0                 | -                        |
| 0                 | -                        |
| 0                 | -                        |
| 1897197<br>-      | 67,918,247               |
| 28105530          | 92,047,135               |
| 1761250           | 1,761,250                |
| 35475258          | 45,005,071               |
| 93835747          | 109,013,014              |
| 130888            | 229,658                  |
| 0                 | -                        |
| 84490680          | 15,283,305               |
| 215693823         | 171,292,298              |
| 243799353         | 263,339,433              |
|                   |                          |
| U                 | 0                        |
|                   | 0                        |

**Auditors' Report** 

As per our report of even date attahed

For MARS & Associates Firm Registration No 104084N (Chartered Accountants)

Sd/- Sd/-

For and on behalf of the Board

Puja Malik Director Sunil Kumar Malik Managing Director

Sd/-

**RAJESH KUMAR AGRAWAL** 

Partner 89057

Place :DELHI Date :30/05/2015

|   | Notes | 31/03/2015<br>(in Rs.) | 31/03/2014<br>(in Rs.) |
|---|-------|------------------------|------------------------|
| Continuing Operations   |       |                        |                        |
| REVENUE   |       |                        |                        |
| Revenue from Operations   | 14    | 420645453              | 397387139              |
| Less : Excise Duty  |       | 0                      | 0                      |
| Revenue from Operations (Net)   | _     | 420645453              | 397387139              |
| Increase in Inventories of FG/WIP/Stock-in-trade                        |       | 0                      | 0                      |
| Other Income  | 15    | 5258621                | 822242                 |
| Total Revenue   |       | 425904074              | 398209381              |
| EXPENSES  |       |                        |                        |
| Cost of Materials Consumed  |       | 0                      | 0                      |
| Purchases of Stock-in-Trade   | 16    | 396610289              | 378758249              |
| Decrease in Inventories of FG/WIP/Stock-in-trade                        | 10    | 9529813                | 265249                 |
| Employee Benefit Expenses   | 17    | 4812376                | 4860670                |
| Finance Cost  | 18    | 6380404                | 4594391                |
| Depreciation & Amortisation Expenses                                    | 19    | 2105859                | 1567842                |
| Other Expenses  | 20    | 4,688,874              | 7963864                |
| Total Expenses  |       | 424127615              | 398010265              |
| Profit Before Exceptional and Extraordinary Items & Tax                 |       | 1776459                | 199116                 |
| Exceptional Income / Expenses   |       | 0                      | 199110                 |
| Exceptional income / Expenses   |       | O                      | O                      |
| Profit Before Extraordinary Items & Tax                                 |       | 1776459                | 199116                 |
| Prior Period Items  |       | 0                      | 0                      |
| Extraordinary Items   |       | 0                      | 0                      |
| Profit Before Tax   |       | 1776459                | 199116                 |
| Provision for Taxation  | 21    | 570366                 | 388837                 |
| Profit/(Loss) for the period from continuing operations                 |       | 1206093                | -189721                |
| Discontinuing Operations  |       |                        |                        |
| Profit/(Loss) from Discontinuing operations                             |       | 0                      | 0                      |
| Tax expense of Discontinuing operations                                 |       | · ·                    | Ŭ                      |
| Profit/(Loss) from Discontinuing operations after Tax                   |       | 1206093                | -189721                |
| Profit/(Loss) for the period  |       | 1206093                | -189721                |
| <u> </u>  |       |                        |                        |
| Earnings per Share  | 22    | 2.2=                   | 4.00                   |
| Basic EPS (in Rs.)  |       | 0.07                   | -1.90                  |
| Diluted EPS (in Rs.)  |       | 0.07                   | -1.81                  |
| Face value per Equity Share   |       | 16422200               | 100000                 |
| Average No. of Shares for Basic EPS Adjustment to Average No. of Shares |       | 16432200               | 100000<br>5000         |
| Average No. of Shares for Diluted EPS                                   |       | 0<br>16432200          | 105000                 |
| Average No. of Shares for Bhatea El 3                                   |       | 10432200               | 103000                 |

**Auditors' Report** 

As per our report of even date attahed

For MARS & Associates Firm Registration No 104084N (Chartered Accountants)

Sd/-

RAJESH KUMAR AGRAWAL

Partner 89057

Place :DELHI Date :30/05/2015 For and on behalf of the Board

Sd/- Sd/-

Puja Malik Sunil Kumar Malik Director Managing Director

## ANISHA IMPEX LIMITED

159, GAGAN VIHAR MAIN DELHI 110051

## Cash Flow Statement for the year ended 31/03/2015

(Amount in Rs.)

| (Amount in Rs   |                          |             |                           |              |
|---|--------------------------|-------------|---------------------------|--------------|
| Particulars Figures as at end of the  |                          |             | Figures as a              |              |
|   | current reporting period |             | previous reporting period |              |
| A. Cash flow from operating activities  |                          |             |                           |              |
| Net Profit / (Loss) before extraordinary items and tax                                      |                          | 1,776,459   |                           | 1,522,540    |
| Adjustments for:  |                          |             |                           |              |
| Depreciation and amortisation   | 2,105,859                | 12,954,409  | 1,314,979                 | 4,422,404    |
| Amortisation of share issue expenses and discount on shares                                 | _                        |             | _                         |              |
| (Profit) / loss on sale / write off of assets   | _                        |             | _                         |              |
| Finance costs   | 6,380,404                |             | 3,107,425                 |              |
| Interest income   | 4,468,146                |             | -                         |              |
| Dividend income   | -                        |             | -                         |              |
| Net (gain) / loss on sale of investments  | -                        |             | -                         |              |
| Net unrealised exchange (gain) / loss   |                          | _           |                           |              |
|   |                          |             | _                         |              |
| Operating profit / (loss) before working capital changes                                    |                          | 14,730,868  |                           | 5,944,944    |
| Changes in working capital:   |                          |             |                           |              |
| Adjustments for (increase) / decrease in operating assets:                                  | 45 455 005               | 44 500 205  | 00 100 115                | 100 055 015  |
| Trade receivables   | 15,177,267               | -44,500,295 | -92,129,445               | -129,255,315 |
| Short-term loans and advances   | -                        |             | -                         |              |
| Other current assets  | -59,677,562              |             | -37,125,870               |              |
| Other non-current assets  | -                        |             | -                         |              |
| Adjustments for increase / (decrease) in operating liabilities:                             | 42 001 400               | 41 000 1 45 | 100 (07 0(0               | 100 405 000  |
| Trade payables  | -43,001,490              | -41,908,147 | 103,637,368               | 103,485,082  |
| Other current liabilities   | 1,093,343                |             | -152,286                  |              |
| Other long-term liabilities   | -                        |             | -                         |              |
| Short-term provisions   | -                        |             | -                         |              |
| Long-term provisions  | -                        | -71,677,574 | -                         | 10.005.200   |
| Cash flow from extraordinary items  | -                        | -/1,6/7,3/4 |                           | -19,825,289  |
| Cash generated from operations  | <del> </del>             | -71,677,574 |                           | -19,825,289  |
| Net income tax (paid) / refunds   |                          | -226,775    |                           | -354,638     |
| Net cash flow from / (used in) operating activities (A)                                     |                          | -71,904,349 |                           | -20,179,927  |
| ,   |                          | 7 7         |                           | -, -,-       |
|   |                          |             |                           |              |
| B. Cash flow from investing activities  |                          |             |                           |              |
| Capital expenditure on fixed assets, including capital advances                             | -4,185,306               | 61,835,744  | -1,229,768                | 7,270,894    |
| Proceeds from sale of fixed assets  | -                        |             | -                         |              |
| Purchase of long-term investments (Subsidiaries)  | -                        |             | -                         |              |
| Sales (Purchase) of other investments   | -                        |             | -                         |              |
| Long-term loans and advances  | 66,021,050               |             | 8,500,662                 |              |
| Loans & advances given to Subsidiaries  | -                        |             | -                         |              |
| Interest received   | -                        |             | -                         |              |
| Net (gain) / loss on sale of investments  |                          |             | -                         |              |
| Dividend received  Cosh flow from ovtroordinary items                                       | -                        |             | -                         |              |
| Cash flow from extraordinary items  Net cash flow from / (used in) investing activities (B) |                          | 61,835,744  | -                         | 7,270,894    |
| intercust from from fuscum in investing activities (D)                                      |                          | 01,000,/11  |                           | 1,410,074    |
|   |                          |             |                           |              |
| C. Cash flow from financing activities  |                          |             |                           |              |
| Proceeds from issue of equity shares  | -                        | 14,437,979  | 340,000                   | 13,146,765   |

| Particulars   | Figures as at current repor |                 | Figures as at previous repo |            |
|---|-----------------------------|-----------------|-----------------------------|------------|
| Security Premium from issue of equity shares                          | -                           |                 | 33,660,000                  |            |
| Proceeds from issue of preference shares                              | -                           |                 | -                           |            |
| Proceeds from long-term borrowings                                    | -                           |                 | -                           |            |
| Repayment of long-term borrowings                                     | -                           |                 | -                           |            |
| Net increase / (decrease) in working capital borrowings               | 20,818,383                  |                 | -17,745,810                 |            |
| Proceeds from other short-term borrowings                             |                             |                 | -                           |            |
| Repayment of other short-term borrowings                              | -                           |                 | -                           |            |
| Share issue expenses  | -                           |                 | -                           |            |
| Finance cost  | -6,380,404                  |                 | -3,107,425                  |            |
| Cash flow from extraordinary items                                    | -                           | -               | -                           | -          |
| Net cash flow from / (used in) financing activities (C)               | [                           | 14,437,979      |                             | 13,146,765 |
| Net increase / (decrease) in Cash and cash equivalents (A+B+C)        |                             | 4,369,374       |                             | 237,732    |
| Cash and cash equivalents at the beginning of the year                |                             | 229,658         |                             | 172,453    |
| Effect of exchange differences on restatement of foreign currency     |                             |                 |                             |            |
| Cash and cash equivalents at the end of the year                      |                             | 4,599,032       |                             | 410,185    |
| Reconciliation of Cash and cash equivalents with the Balance          |                             |                 |                             |            |
| Cash and cash equivalents as per Balance Sheet                        |                             | 130,888         |                             | 229,658    |
| (a) Cash on hand  |                             | 118,709         | <u> </u>                    | 385,894    |
| (b) Balances with banks   |                             |                 |                             | 222,01     |
| (i) In current accounts   |                             | 12,179          |                             | 24,291     |
| (ii) In EEFC accounts   |                             | -               |                             | -          |
| (iii) In Fixed deposit accounts                                       |                             | -               |                             | -          |
| (c) Interest accrued on deposits                                      |                             | -               |                             | -          |
| (d) Current investments considered as part of cash & cash equivalents |                             | -               |                             | -          |
|   |                             | 130,888         |                             | 410,185    |
| See accompanying notes forming part of the financial statements       |                             |                 |                             |            |
| As per our report of even date attahed                                |                             | 4,468,144       |                             | 180,527    |
| For MARS & Associates   | For and on beha             | lf of the Board |                             |            |
| Firm Registration No 104084N  |                             |                 |                             |            |
| (Chartered Accountants)   | Sd/-                        |                 | Sd/-                        |            |
| )   | Puja Malik                  |                 | Sunil Kumar Mal             | lik        |
|   | Director                    |                 | Managing Direct             |            |
| RAJESH KUMAR AGRAWAL  |                             |                 |                             |            |
| Partner   |                             |                 |                             |            |
| 89057   |                             |                 |                             |            |
| Place :DELHI  |                             |                 |                             |            |
| Date :30/05/2015  |                             |                 |                             |            |

#### **ANISHA IMPEX LIMITED**

Notes to financial statements for the year ended 31/03/2015

| 1. SHARE CAPITAL                        | 31/03/2015 | 31/03/2014 |
|---|------------|------------|
| Authorised Share Capital :              |            |            |
| Equity Shares 25000000 of Rs.10 each    | 250000000  | 250000000  |
|   | 250000000  | 250000000  |
| Issued Subscribed and Paid Up Capital : |            |            |
| Equity Shares 16432200 of Rs.10 each    | 164322000  | 164322000  |
|   | 164322000  | 164322000  |
| Calls unpaid by Directors & Officers    |            |            |
|   | Nil        | Nil        |
| Calls unpaid by Others                  | Nil        | Nil        |
| Shares Forfeited :                      | Nil        | Nil        |
| Forfeited Shares Reissued               | Nil        | Nil        |
|   | 164322000  | 164322000  |

## a. Reconciliation of Shares Outstanding Equity Shares

At the beginning of the period Addition during the period Deduction during the period Outstanding at the end of the period

#### **Preference Shares**

At the beginning of the period Addition during the period Deduction during the period

| b. Rights, Preference & Restrictions attached to each class of Share Capital                  |
|---|
| c. Shares reserved for issue under options & contracts / commitments                          |
| d. Terms of any security convertible to Equity / Preference Share issued                      |
| e. Shares held by holding / ultimate holding company and / or their subsidiaries / associates |
| f. Details of shareholders holding more than 5% shares in the company                         |
| g. Information of Shares for Preceeding Five Years  |
| g. Other Information  |

Outstanding at the end of the period

| 2. RESERVES & SURPLUS   | 31/03/2015 | 31/03/2014 |
|---|------------|------------|
| Capital Surplus   |            |            |
| As per last Balance Sheet   | 0          | 40460000   |
| Add : Additions during the year                                   | 0          | 0          |
| Less: Transfer / Adjustment during the year                       | 0          | 40460000   |
| _   | 0          | 0          |
| Profit & Loss Account   |            |            |
| As per last Balance Sheet   | 2594004    | 6963725    |
| Add : Transfer from General Reserves                              | 0          | 0          |
| Add : Transfer from Capital Reserves                              | 0          | 0          |
| Add : Transfer from Special Sources                               | 0          | 0          |
| Add : Transfer from Other Reserves                                | 0          | 0          |
| Add : Other Additions   | 0          | 0          |
| Less: Transfer to General Reserves                                | 0          | 4180000    |
| Less : Transfer to Statutory Reserves                             | 0          | 0          |
| Less: Transfer to Capital Reserves                                | 0          | 0          |
| Less: Transfer to Capital Redemption Reserves                     | 0          | 0          |
| Less: Transfer to Debenture Redemption Reserves                   | 0          | 0          |
| Less : Transfer to Other Reserves                                 | 0          | 0          |
| Less : Appropriation for Interim Dividend                         | 0          | 0          |
| Less : Appropriation for Final Dividend                           | 0          | 0          |
| Less : Appropriation for Preference Dividend                      | 0          | 0          |
| Less : Appropriation for Special Dividend                         | 0          | 0          |
| Less : Appropriation for Dividend Distribution Tax on Equity Divi | 0          | 0          |
| Less : Appropriation for Dividend Distribution Tax on Preference  | 0          | 0          |
| Less : Other Deductions   | 0          | 0          |
|   | 2594004    | 2783725    |
| Surplus / (Deficit) during the year                               | 1206093    | -189721    |
|   | 3800097    | 2594004    |
|   | 3800097    | 2594004    |

### **ANISHA IMPEX LIMITED**

Notes to financial statements for the year ended 31/03/2015

| . SHARE APPLICATION MONEY PENDING ALLOTMENT | 31/03/2015 | 31/03/2014 |
|---|------------|------------|
| Equity Share Capital                        | 0          | 0          |
| Preference Share Capital                    | 0          | 0          |
| Securities Premium                          | 0          | 0          |
|   |            |            |
|   | 0          | 0          |

Notes:

#### **ANISHA IMPEX LIMITED**

Notes to financial statements for the year ended 31/03/2015

| 3. DEFERRED TAX ASSET / LIABILITIES | 31/03/2015 | 31/03/2014 |  |
|-------------------------------------|------------|------------|--|
| Deferred Tax Liabilities            |            |            |  |
| Branch Profit Tax                   | 0          | 0          |  |
| Others                              | 1101941    | 963993     |  |
|                                     | 1101941    | 963993     |  |
| Deferred Tax Assets                 |            |            |  |
| Fixed Assets                        | 0          | 0          |  |
| Others                              | 0          | 0          |  |
|                                     | 0          | 0          |  |
|                                     | 1101941    | 963993     |  |

| 4. SHORT TERM BORROWINGS                          | 31/03/2015 | 31/03/2014 |
|---|------------|------------|
| Loans Repayable on Demand - Secured               |            |            |
| Banks   | 57086750   | 36268367   |
|   | 57086750   | 36268367   |
| Loans Repayable on Demand - Unsecured             |            |            |
| Related Parties                                   | 0          | 0          |
|   | 0          | 0          |
| Amount Due from Related Parties - Secured         |            |            |
|   | 0          | 0          |
|   | 0          | 0          |
| Amount Due from Related Parties - Unsecured       |            |            |
| 7 mount put in similation in an area of sector of | 0          | 0          |
|   | 0          | 0          |
| Deposits - Secured                                |            |            |
| •   | 0          | 0          |
|   | 0          | 0          |
| Deposits - Unsecured                              |            |            |
| ·   | 0          | 0          |
|   | 0          | 0          |
| Other Short Term Borrowings - Secured             |            |            |
| 6   | 0          | 0          |
|   | 0          | 0          |
| Other Short Town Borrowings   Unsequired          |            |            |
| Other Short Term Borrowings - Unsecured           | 0          | 0          |
|   | 0          | 0          |
|   | 57086750   | 36268367   |

a. Details of Default in Repayment of Long Term Borrowings & Interest

- b. Details of Short Term Borrowings guaranteed by Directors & Others
- c. Other Information

| 5. OTHER CURRENT LIABILITIES                 | 31/03/2015 | 31/03/2014 |
|--|------------|------------|
| Current Maturity of Long Term Debt           | 0          | 0          |
| Current Maturity of Finance Lease Obligation | 0          | 0          |
| Interest Accrued but not Due                 | 0          | 0          |
| Interest Accrued and Due                     | 0          | 0          |
| Advances Received                            | 0          | 0          |
| Unclaimed / Unpaid Amounts                   | 0          | 0          |
| Share Application Money Refundable           | 0          | 0          |
| Other Payables                               | 1666828    | 573485     |
|  | 1666828    | 573485     |

#### a. Details of Share Application Money Refundable

3/31/2015 31/03/2014

Period for which Share Application money has been pending Reason for such pendency
Proposed period before which shares shall be allotted
No. of shares proposed to be issued
Face Value of each Share
Value of Shares
Amount of Premium, if any
Other Terms & Conditions

b. Other Information

company

| 6. SHORT TERM PROVISIONS                   | 31/03/2015 | 31/03/2014 |
|--|------------|------------|
| Provision for Employee Related Liabilities |            |            |
| Provision for Employees                    | 0          | 0          |
|  | 0          | 0          |
| Provision for Dividend                     |            |            |
|  | 0          | 0          |
|  | 0          | 0          |
| Provision for Dividend Distribution Tax    |            |            |
|  | 0          | 0          |
|  | 0          | 0          |
| Provision for Stautory Liabilities         |            |            |
|  | 432418     | 226775     |
|  | 432418     | 226775     |
| Other Short Term Provisions                |            |            |
|  | 0          | 0          |
|  | 0          | 0          |
|  | 432418     | 226775     |

# AS PER COMPANIES ACT

## SCHEDULE:7

| <u>Particulars</u>      | Rate    |                          | Gro          | Gross Block          |               |              | Accumulated Depreciation | Depreciation              |              |               |
|-------------------------|---------|--------------------------|--------------|----------------------|---------------|--------------|--------------------------|---------------------------|--------------|---------------|
|                         |         | Opening<br>Balance As at |              | _<br>Deductions/Adju | As at         | Upto         |                          | _<br>Deductions/Adi As at | As at        | W.D.V. As On  |
|                         |         | 01/04/2014               | Additions    | stments              | 2015          | 014          | <u>Additions</u>         | <u>ustments</u>           | 31/03/2015   | 31/03/2015    |
| 7                       |         | 1                        |              |                      |               | 3            |                          |                           |              |               |
|                         | T./ J/0 | 2,430,307.00             |              |                      | 2,750,007.00  | 1,102,000.00 | 1 10,070.00              |                           | 1,201,000.00 |               |
| VEHICLES                |         |                          |              |                      |               |              |                          |                           |              |               |
| CAR INNOVA              | 9 50%   | 1 079 656 00             | ·            | 1 079 656 00         | -             | 394 251 00   | 21 075 48                | 415 326 48                |              |               |
| CAR INNOVA              | 9.50%   | 1,416,372.00             |              | -                    | 1,416,372.00  | 411,038.00   | 134,555.00               |                           | 545,593.00   |               |
| CAR SCORPIO             | 9.50%   | 1,171,437.00             |              |                      | 1,171,437.00  | 349,411.00   | 111,287.00               | -                         | 460,698.00   |               |
| CAR EIOS                | 9.50%   | 769,453.00               | -            | -                    | 769,453.00    | 228,907.00   | 73,098.00                | -                         | 302,005.00   |               |
| MOBIKE TVS              | 9.50%   | 66,100.00                | •            | 1                    | 66,100.00     | 24,208.00    | 6,280.00                 | -                         | 30,488.00    |               |
| CAR FORTUNER            | 9.50%   | 2,600,000.00             |              | 1                    | 2,600,000.00  | 263,241.10   | 247,000.00               | -                         | 510,241.10   | 2,089,758.90  |
| CAR HONDA AMAZE         | 9.50%   | 689,893.00               |              | 689,893.00           | •             | 31,423.00    | 17,956.12                | 49,379.12                 | -            |               |
| CAR HUNDAI I10          | 9.50%   | 395,000.00               | -            |                      | 395,000.00    | 22,823.00    | 37,525.00                | -                         | 60,348.00    |               |
| CAR MERCEDES            | 9.50%   | 5,742,932.00             | -            |                      | 5,742,932.00  | 8,968.00     | 545,579.00               | -                         | 554,547.00   | 5,188,385.00  |
| CAR MERCEDES            | 9.50%   |                          | 4,524,685.00 |                      | 4,524,685.00  |              | 286,170.83               |                           | 286,170.83   | 4,238,514.17  |
|                         |         |                          |              |                      |               |              |                          |                           |              |               |
| FACTORY LAND & BUILDING | LDING   | -                        |              |                      |               |              | -                        |                           |              |               |
| FACTORY LAND            | 0.00%   | 2,488,035.00             |              |                      | 2,488,035.00  | ,            | -                        |                           |              | 2,488,035.00  |
| FACTORY BUILDING        | 3.34%   | 8,531,427.00             | 1            |                      | 8,531,427.00  | 1,944,774.53 | 284,950.00               |                           | 2,229,724.53 | 6,301,702.47  |
|                         |         | -                        |              |                      |               | ,            |                          |                           |              |               |
| OFFICE EQUIOMENT(4.75%) | 1.75%)  |                          |              |                      |               |              |                          |                           |              |               |
| AIRCONDITIONER          | 4.75%   | 292,440.00               | -            |                      | 292,440.00    | 116,335.00   | 13,891.00                |                           | 130,226.00   |               |
| CCTV                    | 4.75%   | 218,843.00               | -            |                      | 218,843.00    | 34,872.00    | 10,395.00                |                           | 45,267.00    |               |
| COMPUTER (16.21%)       | 16.21%  | 400,873.00               | 863,462.00   |                      | 1,264,335.00  | 400,873.00   | 100,045.79               |                           | 500,918.79   |               |
| DISH TV                 | 4.75%   | 7,000.00                 |              |                      | 7,000.00      | 3,192.00     | 333.00                   |                           | 3,525.00     |               |
| EPBX                    | 4.75%   | 30,700.00                |              |                      | 30,700.00     | 28,829.00    | 1,458.00                 |                           | 30,287.00    |               |
| FIRE SYSTEM             | 4.75%   | 125,184.00               | -            |                      | 125,184.00    | 27,553.00    | 5,946.00                 |                           | 33,499.00    |               |
| FURNITURE & FIXTUR      | 6.33%   | 544,809.00               |              |                      | 544,809.00    | 336,966.00   | 34,486.00                |                           | 371,452.00   |               |
| GENERATOR               | 4.75%   | 970,680.00               | 102,000.00   |                      | 1,072,680.00  | 224,538.00   | 48,960.90                |                           | 273,498.90   |               |
| MISC. EQUIPMENT         | 4.75%   | 78,400.00                |              |                      | 78,400.00     | 36,764.00    | 3,724.00                 |                           | 40,488.00    |               |
| ONLINE UPS              | 4.75%   | 52,000.00                |              |                      | 52,000.00     | 19,083.00    | 2,470.00                 |                           | 21,553.00    |               |
| TOTAL                   |         | 20 160 621 00            | 5 400 147 00 | 1 760 510 00         | 22 800 210 00 | 6040 733 63  | 0 105 050 10             | 09 30F 69                 | 7 601 606 11 | 26            |
| IOIAL                   |         | 30,169,621.00            | 5,490,147.00 | 1,/69,549.00         | 33,890,219.00 | 6,040,732.62 | 2,105,859.12             | 464,705.60                | 7,681,886.14 | 26,208,332.86 |
| Previous Year Total     |         | 27,388,929.00            | 7,035,464.00 | 4,254,772.00         | 30,169,621.00 | 6,122,352.62 | 1,567,842.00             | 1,649,462.00              | 6,040,732.62 | 24,128,888.38 |

| Deposit with Statutory Authorities524301Other Security Deposits0Secured, Considered Good0Unsecured, Considered Good790506Unsecured, Considered Doubtful0Less: Provision for Doubtful Security Deposits0   | .4      |
|---|---------|
| Unsecured, Considered Good Unsecured, Considered Doubtful Less: Provision for Doubtful Capital Advances  O  Inter-Corporate Deposits Deposit with Statutory Authorities  Other Security Deposits Secured, Considered Good Unsecured, Considered Good T90506 Unsecured, Considered Doubtful Less: Provision for Doubtful Security Deposits Other Security Deposits Secured, Considered Good O Unsecured, Considered Good T90506 Unsecured, Considered Doubtful O Less: Provision for Doubtful Security Deposits O  Given to Suppliers Secured, Considered Good O |         |
| Unsecured, Considered Doubtful Capital Advances 0  Inter-Corporate Deposits 542390 6 Deposit with Statutory Authorities 524301  Other Security Deposits Secured, Considered Good 0 Unsecured, Considered Good 790506 Unsecured, Considered Doubtful 0 Less: Provision for Doubtful Security Deposits 0  Given to Suppliers Secured, Considered Good 0  Given to Suppliers Secured, Considered Good 0  | 0       |
| Less : Provision for Doubtful Capital Advances  O  Inter-Corporate Deposits  Deposit with Statutory Authorities  Other Security Deposits Secured, Considered Good Unsecured, Considered Good  Unsecured, Considered Doubtful Less : Provision for Doubtful Security Deposits  Given to Suppliers Secured, Considered Good  Given to Suppliers Secured, Considered Good  O  O  O  O  O  O  O  O  O  O  O  O  O   | 0       |
| Inter-Corporate Deposits 542390 6 Deposit with Statutory Authorities 524301  Other Security Deposits Secured, Considered Good 0 Unsecured, Considered Good 790506 Unsecured, Considered Doubtful 0 Less: Provision for Doubtful Security Deposits 0  Given to Suppliers Secured, Considered Good 0  | 0       |
| Inter-Corporate Deposits 542390 6 Deposit with Statutory Authorities 524301  Other Security Deposits Secured, Considered Good 0 Unsecured, Considered Good 790506 Unsecured, Considered Doubtful 0 Less: Provision for Doubtful Security Deposits 0  Given to Suppliers Secured, Considered Good 0  | 0       |
| Deposit with Statutory Authorities  Other Security Deposits Secured, Considered Good 0 Unsecured, Considered Good 790506 Unsecured, Considered Doubtful 0 Less: Provision for Doubtful Security Deposits 0  Given to Suppliers Secured, Considered Good 0  Secured, Considered Good 0  Other Security Deposits 5  Given to Suppliers Secured, Considered Good 0   | 0       |
| Other Security Deposits Secured, Considered Good 0 Unsecured, Considered Good 790506 Unsecured, Considered Doubtful 0 Less: Provision for Doubtful Security Deposits 0  Given to Suppliers Secured, Considered Good 0   | 5600000 |
| Secured, Considered Good 0 Unsecured, Considered Good 790506 Unsecured, Considered Doubtful 0 Less: Provision for Doubtful Security Deposits 0 1857197 6  Given to Suppliers Secured, Considered Good 0   | 237741  |
| Unsecured, Considered Good Unsecured, Considered Doubtful Less: Provision for Doubtful Security Deposits 0 1857197 6 Given to Suppliers Secured, Considered Good 0  |         |
| Unsecured, Considered Doubtful 0 Less: Provision for Doubtful Security Deposits 0  1857197 6  Given to Suppliers Secured, Considered Good 0   | 0       |
| Less : Provision for Doubtful Security Deposits 0  1857197 6  Given to Suppliers  Secured, Considered Good 0  | 790506  |
| Given to Suppliers Secured, Considered Good 0   | 0       |
| Given to Suppliers Secured, Considered Good 0   | 0       |
| Secured, Considered Good 0  | 7628247 |
| Secured, Considered Good 0  |         |
|   | 0       |
| Unsecurea, Considerea Good  | 0       |
| Unsecured, Considered Doubtful 0  | 0       |
| Less : Provision for Doubtful Loans to Suppliers 0  | 0       |
| Cess : Provision for Doubtful Loans to Suppliers  0   | 0       |
| Given to Employees  |         |
| Secured, Considered Good 0  | 0       |
| Unsecured, Considered Good 40000  | 290000  |
| Unsecured, Considered Doubtful 0  | 0       |
| Less : Provision for Doubtful Loans to Employees 0  | 0       |
| 40000   | 290000  |
| Other Long Term Loans & Advances  |         |
| Secured, Considered Good 0  | 0       |
| Unsecured, Considered Good 0  | 0       |
| Unsecured, Considered Doubtful 0  | 0       |
| Less : Provision for Doubtful Loans & Advances 0  | 0       |
| 0   | 0       |
| 1897197 6   | 7918247 |

31/03/2015

31/03/2014

**Due from Executive Directors** 

Due from Non-executive Directors

**Due from Officers** 

Due from Directors & officers jointly with other persons

Due from Partnership Firm in which Director is a partner

Due from Companies in which Director is a Director

# b. Other Information

| 9. CURRENT INVESTMENTS                                     | 31/03/2015 | 31/03/2014 |
|--|------------|------------|
| A. Quoted Investments                                      |            |            |
| In Government Securities of Local Authorities              |            |            |
| << Account Head >>   | 0          | 0          |
| In Debt Securities   |            |            |
| Debentures of P Ltd  | 0          | 0          |
| In Equity Securities                                       |            |            |
| Equity shares of Altd                                      | 1761250    | 1761250    |
| Investments in Controlled Special Purpose Entities  JV Ltd | 0          | 0          |
|  | 1761250    | 1761250    |
| Less: Provision for Diminution in value of Current Inve    | 0          | 0          |
|  | 1761250    | 1761250    |
| Aggregate Value of Unquoted Investments                    | xxxxx      | xxxxx      |
| Aggregate Value of Quoted Investments                      | xxxxx      | xxxxx      |
| Market Value of Quoted Investments                         | xxxxx      | xxxxx      |
|  |            |            |

Notes:

| 10. INVENTORIES   | 31/03/2015 | 31/03/2014 |
|---|------------|------------|
|   |            |            |
| Raw materials   | 0          | 0          |
| Work in progress  | 0          | 0          |
| Finished goods  | 0          | 0          |
| Stock in trade (in respect of goods acquired for trading) | 35475258   | 45005071   |
| Stores & Spares   | 0          | 0          |
| Loose Tools   | 0          | 0          |
| Others (Specify)  | 0          | 0          |
| Consumables   | 0          | 0          |
| Packing materials   | 0          | 0          |
|   | 35475258   | 45005071   |

Notes:

| 11. TRADE RECEIVABLES                | 31/03/2015 | 31/03/2014 |
|--------------------------------------|------------|------------|
| Secured - Considered Good            |            |            |
| Outstanding for more than six months | 0          | 0          |
| Others                               | 0          | 0          |
|                                      | 0          | 0          |
| Unsecured - Considered Good          |            |            |
| Outstanding for more than six months | 2604528    | 8698145    |
| Others                               | 91231219   | 100314869  |
|                                      | 93835747   | 109013014  |
| Unsecured - Considered Doubtful      |            |            |
| Outstanding for more than six months | 0          | 0          |
| Others                               | 0          | 0          |
|                                      | 0          | 0          |
| Other Trade Receivables              | 0          | 0          |
| Less : Provision for Doubtful Debts  | 0          | 0          |
|                                      | 0          | 0          |
|                                      | 93835747   | 109013014  |

#### a. Trade Receivables due from Directors or Other Officers

31/03/2015 31/03/2014

**Due from Executive Directors** 

**Due from Non-executive Directors** 

**Due from Officers** 

Due from Directors & officers jointly with other persons

Due from Partnership Firm in which Director is a partner

Due from Companies in which Director is a Director

#### **b.** Other Information

| 12. CASH & CASH EQUIVALENTS      | 31/03/2015 | 31/03/2014 |
|----------------------------------|------------|------------|
| Cash Balance on Hand             |            |            |
| Cash in Hand                     | 118709     | 203162     |
| Petty Cash Balance               | 0          | 0          |
| Sodexo Coupon in Hand            | 0          | 0          |
| Imprest Control Account          | 0          | 0          |
| Postage Imprest                  | 0          | 0          |
|                                  | 118709     | 203162     |
| Bank Balance with Scheduled Bank |            |            |
| In Current Accounts              | 12179      | 26496      |
| In Deposit Accounts              | 0          | 0          |
| In Call Accounts                 | 0          | 0          |
| In Unclaimed Amount Account      | 0          | 0          |
| In Other Account                 | 0          | 0          |
|                                  | 12179      | 26496      |
| Bank Balance with Other Banks    |            |            |
| In Current Accounts              | 0          | 0          |
| In Deposit Accounts              | 0          | 0          |
| In Call Accounts                 | 0          | 0          |
| In Other Account                 | 0          | 0          |
|                                  | 0          | 0          |
| Cheques, Drafts on Hand          | 0          | 0          |
| Other Cash & Cash Equivalents    | 0          | 0          |
|                                  | 130888     | 229658     |

## a. Balance with Foreign Banks

#### **b.** Other Information

| 13. OTHER CURRENT ASSETS             | 31/03/2015 | 31/03/2014 |
|--------------------------------------|------------|------------|
| Interest Accrued on Investments      | 0          | 0          |
| Unbilled Revenue                     | 0          | 0          |
| Payment of Taxes                     | 0          | 0          |
| Dividend Receivable                  | 0          | 0          |
| Recoverable from government agencies | 0          | 0          |
| Export Incentives Receivables        | 0          | 0          |
| Interest Income Accrued but Not Due  | 0          | 0          |
| Assets Held up Disposal              | 0          | 0          |
| Derivative Assets                    | 0          | 0          |
| Prepaid Expenses                     | 84490680   | 15283305   |
| Notes Receivable                     | 0          | 0          |
| Claims Recoverable                   | 0          | 0          |
| Other Receivables                    | 0          | 0          |
|                                      | 84490680   | 15283305   |

Notes:

| 14. REVENUE FROM OPERATIONS                        | 31/03/2015 | 31/03/2014 |
|--|------------|------------|
| Revenue from Sale of Products                      |            |            |
| Export Sales                                       | 0          | 0          |
| Domestic Sales                                     | 420645453  | 397387139  |
|  | 420645453  | 397387139  |
| Revenue from Sale of Services                      |            |            |
| Maintenance Charges                                | 0          | 0          |
|  | 0          | 0          |
| Revenue from Contract                              |            |            |
| Works Contract                                     | 0          | 0          |
|  | 0          | 0          |
| Revenue from Intangible Assets                     |            |            |
| Patents Charges                                    | 0          | 0          |
| <br>   | 0          | 0          |
| Revenue from Other Operations                      |            |            |
| Other Income                                       | 0          | 0          |
|  | 0          | 0          |
| Less : Service Tax Collected                       | 0          | 0          |
| Less : Other Duties & Taxes Collected              | 0          | 0          |
| Less: Inter Division Tranfers                      | 0          | 0          |
| Less: Brokerage Discounts & Rebates                | 0          | 0          |
| Less : Sales Return                                | 0          | 0          |
| Less : Other Allowances & Deductions against Sales | 0          | 0          |
|  | 420645453  | 397387139  |

| 15. OTHER INCOME   | 31/03/2015 | 31/03/2014 |
|--|------------|------------|
| Rent Receipt   | 195000     | 650000     |
| Commission   | 0          | 0          |
| Dividend Income  | 0          | 0          |
| Interest Income  | 4468146    | 147551     |
| Profit on sale of fixed assets   | 4357       | 24691      |
| Profit on sale of investment being securities chargeable to Securities | 0          | 0          |
| Profit on sale of other investment                                     | 0          | 0          |
| Profit on account of currency fluctuation                              | 0          | 0          |
| Agriculture income   | 0          | 0          |
| Net gain / (loss) on sale of investment                                | 0          | 0          |
| Other non operating income   | 591118     | 0          |
| Other Income   | 0          | 0          |
|  | 5258621    | 822242     |

Notes to financial statements for the year ended 31/03/2015

| 16. PURCHASES OF STOCK-IN-TRADE          | 31/03/2015 | 31/03/2014 |
|--|------------|------------|
| Traded Goods                             | 396610289  | 378758249  |
| Finished Goods                           | 0          | 0          |
|  | 396610289  | 378758249  |
|  |            |            |
| a. Details of purchase of traded goods   |            |            |
|  | 31/03/2015 | 31/03/2014 |
| Domestic Input                           | 0          | 0          |
|  | 0          | 0          |
| b. Details of purchase of finished goods |            |            |
|  | 31/03/2015 | 31/03/2014 |
| Assembled Computer parts                 | 0          | 0          |
|  | 0          | 0          |
|  |            |            |

| 17. EMPLOYEE BENEFIT EXPENSES  | 31/03/2015 | 31/03/2014 |
|--|------------|------------|
| Salaries & Wages   | 3,779,063  | 3,158,271  |
| Overtime Wages   | -          | -          |
| Bonus  | 25,638     | 59,198     |
| Directors' Remuneartion  | 960,000    | 1,600,000  |
| Managerial Remuneration  | -          | -          |
| Reimbursment of Medical Exp  | -          | -          |
| Leave Encashment   | -          | -          |
| Leave Travel Benefits  | -          | -          |
| Free or concessional ticket provided by the employer for private journeys of his employees or their family members |            |            |
| Contribution to approved Superannuation fund   | -          | -          |
| Contribution to aproved Superannuation fund  | 20.602     | 24.007     |
| Contribution to reognised Provident fund   | 30,602     | 24,997     |
| Contribution to reognised Gratuity fund  | -          | -          |
| Contribution to any other fund/ESI Any other benefit to employees in respect of which an                           | 17,073     | 18,204     |
| expenditure has been incurred.   | -          | -          |
| Gratuity   | -          | -          |
| Performance Pay  | -          | -          |
| Profit Share   |            |            |
|  | 4812376    | 4860670    |

Notes to financial statements for the year ended 31/03/2015

| 18. FINANCE COSTS                                 | 31/03/2015 | 31/03/2014                 |
|---|------------|----------------------------|
|   |            |                            |
| Interest Expenses                                 | 5,409,579  | <b>4,</b> 10 <b>8,</b> 000 |
| Other borrowing cost                              | 784,514    | 269,666                    |
| Net Loss / (Gain) on foreign currency transaction | -          | -                          |
| Forward cancellation                              | -          | -                          |
| Bank charges/Bank Guarantee Charges               | 186,311    | 216,725                    |
|   | 6380404    | 4594391                    |

# **ANISHA IMPEX LIMITED**

Notes to financial statements for the year ended 31/03/2015

| 19. DEPRECIATION & AMORTISATION EX        | 31/03/2015        | 31/03/2014        |
|---|-------------------|-------------------|
| Depreciation Expense Amortisation Expense | 2,105,859.00<br>0 | 1,567,842.00<br>0 |
|   | 2105859           | 1567842           |

| 20. OTHER EXPENSES  | 31/03/2015   | 31/03/2014     |
|---|--------------|----------------|
| Manufashuring & Contine Cost  |              |                |
| Manufacturing & Service Cost  | 004 204 00   | 4 252 4 4 4 00 |
| Transportation charges/Freight  | 984,204.00   | 1,252,144.00   |
| Consumption of stores and spare parts.:                                     |              |                |
| Oil   | -            | -              |
| Packing Materials   | -            | -              |
| Stores  | -            | -              |
| Other consumables   | -            | -              |
| Tools, Jigs & fixtures  | -            | -              |
| Power and fuel. (Electricity/Generator Exp)                                 | 884,529.00   | 670,855.00     |
| Repairs to buildings.   | -            | -              |
| Repairs to machinery  | -            | -              |
| -   | 1,868,733.00 | 1,922,999.00   |
|   |              |                |
| Research & Development Expenditure  |              |                |
| Installation S/W  | -            |                |
| <u>-</u>  | -            |                |
| Payment to Auditors   |              |                |
| As auditors - statutory audit   | 56,180.00    | 28,090.00      |
| For taxation matters  | ·<br>-       | -              |
| For company law matters   | -            | -              |
| For management services   | -            | _              |
| For other services  | _            | -              |
| Reimbursement of expenses   | _            | -              |
| -   | 56,180.00    | 28,090.00      |
| Selling/Marketing Expenses  |              |                |
| Sales promotion including publicity (other than advertisment)               | _            | _              |
| Advertisment  | _            | 130,374.00     |
| Commission Paid   | _            | 100,000.00     |
| -   | -            | 230,374.00     |
|   |              |                |
| Other Expenses  Duties and taxes in respect of goods and services purchased |              |                |
|   |              |                |
| Custom duty   | -            | -              |
| Counter vailing duty  | -            | -              |
| Special additional duty   | -            | -              |
| Union excise duty   | -            | -              |
| Service tax   | -            | -              |

|   | 4,688,874.00 | 7,963,864.00 |
|---|--------------|--------------|
|   | 2,703,301.00 | 3,702,701.00 |
| Other Frovisions  | 2,763,961.00 | 5,782,401.00 |
| Provision for bad & doubtful debts Other Provisions         | -            | -            |
| Bad debts  Provision for had 8 doubtful debts               | -            | -            |
| Other Expenses  | 2,211,056.00 | 4,986,325.00 |
| Any other rate, tax, duty or cess                           | 78,400.00    | 80,400.00    |
| Cess  | -            | -            |
| VAT/Sales Tax   | -            | -            |
| Service Tax   | -            | -            |
| Union Excise Duty   | -            | -            |
| body (exluding taxes on income)                             |              |              |
| Rates and taxes, paid or payable to Government or any local |              |              |
| Donation  | 3,000.00     | 2,500.00     |
| Gift  | -            | 2 500 00     |
| Scholarships  | -            | -            |
| Festival celebration expenses                               | -            | -            |
| Club expenses   | -            | -            |
| Guest House Expenses  | -            | -            |
| Telephone Exps.   | 80,730.00    | 81,307.00    |
| Conveyance Expenses   | 167,978.00   | 143,571.00   |
| Travelling expenses including foreign travelling            | -            | 15,200.00    |
| Hotel, Boarding and Lodging                                 | -            | -            |
| Conference  | -            | -            |
| Hospitality   | -            | -            |
| Entertainment   | -            | -            |
| Workmen and staff welfare expenses                          | -            | -            |
| Other Insurance including factory, office, car, goods, etc  | 222,797.00   | 261,582.00   |
| Keyman Insurance  | -            | 111,516.00   |
| Life Insurance  | -            | -            |
| Medical Insurance   | -            | -            |
| Insurance   |              |              |
| Rents   | -            | 100,000.00   |
| Any other tax   | -            | -            |
|   |              |              |

| 21. PROVISION FOR TAXATION | 31/03/2015 | 31/03/2014 |
|----------------------------|------------|------------|
|                            |            |            |
| Tax Expenses               | 432418     | 226775     |
| Deferred Tax Expenses      | 137,948.00 | 162062     |
|                            | 570366     | 388837     |

Notes to financial statements for the year ended 31/03/2015

# 22. EARNING PER SHARE (EPS)

The following details reflects data of Profit & Shares used in the basic & diluted EPS computations

|  | 31/03/2015 | 31/03/2014 |
|--|------------|------------|
| a. Net Profit / Loss attributable to Equity Shareholders (Basic)   |            |            |
| Net Profit after Tax as per Profit & Loss Account                  | 1206093    | -189721    |
| Preference Dividend provided on Non-cummulative Preference Shares  | 0          | 0          |
| Preference Dividend provided on Cummulative Preference Shares      | 0          | 0          |
| Other Adjustments to Net Profit                                    | 0          | 0          |
| Net Profit attributable to Equity Shareholders (Basic)             | 1206093    | -189721    |
| b. Details of No. of Shares used for Basic Earning Per Share       |            |            |
| Number of Equity Shares at the start of the period                 | 16432200   | 16432200   |
| Weighted Average No. of Shares for Basic EPS                       | 16432200   | 16432200   |
| c. Net Profit / Loss attributable to Equity Shareholders (Diluted) |            |            |
| Net Profit after Tax as per Profit & Loss Account                  | 1206093    | -189721    |
| Dividends in respect of Dilutive Potential Equity Shares           | 0          | 0          |
| Net Profit / Loss attributable to Equity Shareholders (Diluted)    | 1206093    | -189721    |
| d. Details of No. of Shares used for Diluted Earning Per Share     |            |            |
| Number of Equity Shares at the start of the period                 | 16432200   | 16432200   |
| Other Potentially Dilutive Shares                                  | 0          | 0          |
| Weighted Average No. of Shares for Diluted EPS                     | 16432200   | 16432200   |

## 23. NOTES TO ACCOUNTS

#### **CORPORATE INFORMATION**

Give a brief note on the business activity / operations of the Company and its place(s) of business.

#### SIGNIFICANT ACCOUNTING POLICIES

#### I) Basis of preparation of Financial Statements

The financial statements are prepared under the historical cost convention on the basis of going concern with revenues recognised and expenses accounted on their accrual, including provisions/adjustments for committed obligations and amounts determined as payable or receivable during the year in accordance with normally accepted principles, the Accounting Standards issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956 as adopted consistently by the company. Accounting policies not specifically referred to otherwise are consistent with accepted accounting principles.

#### ii) Fixed Assets:

Fixed assets are stated at cost of acquisition and subsequent improvement thereto including

#### iii) Depreciation:

Depreciation in the accounts is charged on straight line method at the rates and in the manner

#### iv) Employee benefits

No Provision for gratuity has been made as no employee is entitled to this benefit.

#### v) Deferred tax

Deferred tax is accounted for by computing the tax effect of timing differences, which arise during the year and reverse in subsequent periods.

#### vi) Revenue Recognition

All revenue items and expenditure are recognised on accrual basis

| CONTINGENT LIABILITIES   | 31/03/2015 | 31/03/2014 |
|--------------------------|------------|------------|
| Outstanding for the year | Nil        | Nil        |
| Others                   | Nil        | Nil        |

#### Notes

# **DETAILS OF MICRO, MEDIUM & SMALL ENTERPRISES**

The company has no due to micro and small enterprises for the period ended march 31,2014 and march 31, 2015.

|               | 31/03/2015 | 31/03/2014 |
|---------------|------------|------------|
| Raw Materials | Nil        | Nil        |
| Other Inputs  | Nil        | Nil        |

#### **PAYMENTS TO AUDITORS**

|                               | 31/03/2015 | 31/03/2014 |
|-------------------------------|------------|------------|
| As auditors - statutory audit | 56,180.00  | 28,090.00  |
| For taxation matters          | -          | -          |
| For company law matters       | -          | -          |
| For management services       | -          | -          |
| For other services            | -          | -          |
| Reimbursement of expenses     | -          | -          |
|                               |            |            |
|                               |            |            |
|                               | 56180      | 28090      |

| <br>20030 | 30100 |  |
|-----------|-------|--|
|           |       |  |
|           |       |  |

### **EARNINGS IN FOREIGN EXCHANGE**

|                   | 31/03/2015 | 31/03/2014 |
|-------------------|------------|------------|
| Investment Income | 0          | 0          |
| Others            | 0          | 0          |
|                   | 0          | 0          |

#### **EXPENDITURE IN FOREIGN CURRENCY**

|                   | 31/03/2015 | 31/03/2014 |   |
|-------------------|------------|------------|---|
| Copyright charges | 0          |            | 0 |
|                   | 0          |            | 0 |

# **DIVIDEND REMITTED IN FOREIGN CURRENCY**

|                                     | 31/03/2015 | 31/03/2014 |
|-------------------------------------|------------|------------|
| Number of Non-resident Shareholders | NIL        | NIL        |
| No. of shares held - Fully paid     | NIL        | NIL        |
| No. of shares held - Partly paid    | NIL        | NIL        |
| Dividend paid                       | NIL        | NIL        |
| Year to which Dividend relates      | NIL        | NIL        |

# **PREVIOUS YEAR'S FIGURES**

Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

# ANISHA IMPEX LIMITED L17101DL1999PLC102506

CIN: L17101DL1999PLC102506

Name of the company: Anisha Impex Limited

Registered office: 159, Gagan Vihar, New Delhi-110051

## Anisha Impex Limited L17101DL1999PLC102506

Registered Office: 159, Gagan Vihar, New Delhi-110051 Phone No. 011-22046604, Fax No.011-22046604

Website: www.anishaimpex.com, Email: ipo@anishaimpex.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

| Name of the member (s):   |
|---|
| Registered address:   |
| E-mail Id:  |
| Folio No/ Client Id:  |
| DP ID:  |
| I/We, being the member (s) of shares of the above named company, hereby appoint |
| 1. Name:  |
| 2. Name:  |
| 3. Name:  |

# ANISHA IMPEX LIMITED L17101DL1999PLC102506

| as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the | Annual     |
|--|------------|
| general meeting/ Extraordinary general meeting of the company, to be held on the da  | y of       |
| At a.m. / p.m. at(place) and at any adjournment thereof in respect of such r         | esolutions |
| as are indicated below:  |            |

| Resolution No. | Resolutions  | For | Against |
|----------------|--|-----|---------|
| 1              | Consider and adopt the Financial Statements of the Company for the Financial Year ended March 31, 2015 included Director Report & Audit Report |     |         |
| 2              | Re-Appointment of Mrs. Puja Malik, who retires by rotation   |     |         |
| 3              | Ratification of M/s M A R S & Associates ,Chartered Accountants, as Auditors & Fixing the Remuneration   |     |         |
| 4              | Authorization to Board of Directors for Related Party<br>Transactions  |     |         |

| Signed this day of 20    |         |  |  |  |
|--------------------------|---------|--|--|--|
| ·                        | Affix   |  |  |  |
|                          | Revenue |  |  |  |
|                          | Stamp   |  |  |  |
| Signature of shareholder | _       |  |  |  |

Signature of Proxy holder(s)

Note: 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.

# ANISHA IMPEX LIMITED L17101DL1999PLC102506

# Anisha Impex Limited L17101DL1999PLC102506

Registered Office: 159, Gagan Vihar, New Delhi-110051 Phone No. 011-22046604, Fax No.011-22046604 Website: <a href="mailto:www.anishaimpex.com">www.anishaimpex.com</a>, Email: <a href="mailto:ipo@anishaimpex.com">ipo@anishaimpex.com</a>

### ATTENDANCE SLIP

|                                  | ATTENDANCE SLIP                               |                                     |
|----------------------------------|---|-------------------------------------|
| 15                               | <sup>5TH</sup> ANNUAL GENERAL MEETIN          | G                                   |
|                                  |   |                                     |
|                                  |   |                                     |
|                                  |   |                                     |
|                                  |   |                                     |
|                                  |   |                                     |
|                                  |   |                                     |
|                                  |   |                                     |
| I/Wa haraby racard my / our proc | ance at the 15 <sup>th</sup> Annual Canaral M | eeting of the Company at 159, Gagar |
| • • • • • •                      |   | eeting of the Company at 139, Gagar |
| Vihar, New Delhi-110051 on Wedn  | nesday 30 <sup>th</sup> September, 2015.      |                                     |
| Member's Folio/                  |   |                                     |
|                                  |   |                                     |
| Dp Id - Client Id No.            |   |                                     |
| Mambara/Praysy's                 |   |                                     |
| Members/Proxy's in Block Letters |   |                                     |
| III Block Letters                |   |                                     |
| \Members/Proxy's                 |   |                                     |
| in Signature                     |   |                                     |
| _                                | TING THROUGH ELECTRONIC N                     | AE A NC                             |
|                                  |   |                                     |
| EVEN (E-voting Event Number)     | USER ID                                       | PASSWORD/PIN                        |
|                                  |   |                                     |
|                                  |   |                                     |
|                                  |   |                                     |
| Note:-                           |   |                                     |
| 11010.                           |   |                                     |

- 1. Please complete the Folio/DP ID-Client ID No. and name, sign this Attendance Slip and hand it over at the ENTRANCE OF THE MEETING HALL.
- 2. Electronic copy of the Annual Report for 2014-15 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is being sent to all the members whose email address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same.
- 1. Physical copy of the Annual Report for 2014-15 and Notice of the Annual General Meeting (AGM) along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose email is not registered or have requested for a hard copy.