

REPORT ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY

The Company believes that since the trust of our stakeholders is the best asset, therefore we believe in attaining highest level of transparency, fairness & professionalism towards all our stakeholders including shareholders, employees, customers, the government, lenders and the society at large and aims at providing maximum return to all our stakeholders by way of value creation.

The Company complies with all the stipulations laid down in the listing agreement, Listing Regulations & with all other provisions of various acts as and when applicable on the Company to ensure good corporate governance.

1. BOARD COMPOSITION

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The Non-Executive Directors with their diverse knowledge, experience and expertise bring their independent judgment in the deliberations and decisions of the Board. As on March 31, 2019, the Company has Six Directors and out of the Six Directors, three (50%) are Independent Directors.

The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Act.

None of the Directors on the Board is a member of more than 10 Committees and Chairman of more than 5 Committees across all the Companies in which he/she is a Director.

All the Independent Directors have confirmed that they meet the criteria as mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.

A) ATTENDANCE AND COMPOSITION OF THE BOARD:

Name of the Director	Category#	Attendance		No. of Directorship/ Committee Positions held in other Public Companies As on 31.03.19			No. of Shares held by NED in Anik Industries Ltd. As on 31.03.19
		Board	Last AGM	Directorship	Committee Chairmanship*	Committee Membership*	
Mr. Manish Shahra	PD & ED	5	Yes	3	---	1	N.A.
Mr. Ashok Kumar Trivedi	ED	5	Yes	---	---	---	N.A.
Mr. Vijay Rathi	ID & NED	8	Yes	1	1	1	Nil
Mr. Shivam Asthana	ED	4	Yes	---	---	---	N.A.
Mrs. Amrita Koolwal	ID & NED	7	No	---	---	---	Nil
Mr. Nilesh Jagtap**	ID & NED	5	No	---	---	---	Nil

PD - Promoter Director NED - Non- Executive Director

ED - Executive Director ID - Independent Director

* Represents Chairmanships/Memberships of Audit Committee and Stakeholders Relationship Committee.

** Mr. Nilesh Jagtap is appointed w.e.f. 25/08/2018.

Relationship between directors interse

None of directors are related to any other director on the Board.

Familiarisation Programmes

The details of familiarisation programmes imparted to independent directors are available at the website of the Company at the link:

<http://anikgroup.com/Familiarisation%20Programme%20for%20Independent%20Directors-Anik.pdf>.

Skills/expertise/Competence of the Board of Directors

The Board of Directors has identified the following skills/competencies for its effective functioning:

- Leadership and Management Strategy
- Sales, Marketing and International Business
- Corporate Governance and Disclosure
- Financial Literacy
- Social and Environmental Accountability

Confirmation for Independent Directors

The Board of the Company confirms that all Independent Directors fulfill the conditions specified in Listing Regulations and are independent of the Management.

B) BOARD PROCEDURE

During the financial year 2018-19, the Board of Directors met on the following dates: 05th June, 2018; 14th August, 2018; 24th August, 2018; 30th August, 2018; 05th November, 2018; 17th November, 2018; 21st February, 2019 and 28th March, 2019. The gap between any two meetings did not exceed one hundred twenty days. The dates of the meeting were generally decided in advance.

The Company placed before the Board most of the information specified in Part A of Schedule II to the SEBI (Listing Obligations



and Disclosure Requirements) Regulations, 2015 from time to time. The Board periodically reviews compliance reports of all laws applicable to the Company. The Company takes effective steps to rectify instances of non-compliance, if any.

2. BOARD COMMITTEES

Presently the Board has following committees.

A) AUDIT COMMITTEE

The Company has an Audit Committee in line with the provisions of Regulation 18 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

a) Members of Committee:

The Composition of Audit Committee as on 31.03.2019 is as under:

Mr. Vijay Rathi	Chairman
Mr. Ashok Kumar Trivedi	Member
Mrs. Amrita Koolwal	Member
Mr. Nilesh Jagtap	Member

The Company Secretary is the Secretary of the Committee.

b) Brief terms of reference:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommend the appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
 - i. Matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section 3 of section 134 of the Act,
 - ii. Changes, if any, in accounting policies and practices and reasons for the same,
 - iii. Major accounting entries involving estimates based on the exercise of judgment by management,
 - iv. Significant adjustments made in the financial statements arising out of audit findings,
 - v. Compliance with listing and other legal requirements relating to financial statements,
 - vi. Disclosure of any related party transactions,
 - vii. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
7. Review and monitor the auditors' independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO;
20. Establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
21. To review the following information:

- i. Management discussion and analysis of financial condition and results of operations;
 - ii. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
 - iii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - iv. Internal audit reports relating to internal control weaknesses; and
 - v. The appointment, removal and terms of remuneration of the Chief Internal Auditor.
22. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.
- The terms of reference specified by the Board to the audit committee are as contained under Regulation 18 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.
- c) Mr. Vijay Rathi, Chairman of the Audit Committee was present in previous Annual General Meeting held on 25th September, 2018 to answer member's queries.
 - d) Dates of the Audit Committee meetings and attendance:
The Committee met five times during the year on the following dates:
05th June, 2018, 14th August, 2018, 30th August, 2018; 17th November, 2018 and 21st February, 2019
Mr. Vijay Rathi attended four meetings, Mr. Ashok Kumar Trivedi has attended four meetings, Mrs. Amrita Koolwal has attended Five meetings and Mr. Nilesh Jagtap has attended three meetings.

B) NOMINATION AND REMUNERATION COMMITTEE

The composition of the Nomination and Remuneration Committee and the terms of reference meet with the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and provisions of the Companies Act, 2013.

- a) Members of Committee:
The Composition of Nomination and Remuneration Committee as on 31.03.2019 is as under:

Mr. Vijay Rathi	Chairman
Mrs. Amrita Koolwal	Member
Mr. Nilesh Jagtap	Member
- b) Brief terms of reference:
 1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
 2. To formulate criteria for evaluation of Independent Directors and the Board;
 3. To carry out evaluation of every Director's performance;
 4. To devise a policy on Board diversity;
 5. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
 6. To recommend to the Board on remuneration payable to the Directors, Key managerial personnel and senior management.
 7. To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meet appropriate performance benchmarks;
 8. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- c) Dates of the Nomination and Remuneration Committee meetings and attendance:
The Committee met two times during the year on the following dates:
04th May, 2018 and 24th August, 2018.
Mr. Vijay Rathi has attended two meetings and Mrs. Amrita Koolwal has attended two meetings.
- d) The details relating to remuneration of Directors, as required under the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015, have been given under a separate heading, viz. 'DETAILS OF REMUNERATION TO DIRECTORS' in this report.
- e) The Policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and others matters is attached as "**Annexure C**" to the Board's Report.
- f) Performance Evaluation Criteria for Independent Directors:
The performance evaluation criteria for independent directors is determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes attendance, participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.



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C) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee has been constituted for redressal of investors complaint/grievances. The Committee's primary responsibility is to implement a smooth share transfer process, minimize shareholders/investor grievances and to strengthen investor's relation.

The composition of the Stakeholders' Relationship Committee and the terms of reference meet with the requirements of Regulation 20 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and provisions of the Companies Act, 2013.

a) **Members of Committee:**

The Composition of Stakeholders' Relationship Committee as on 31.03.2019 is as under:

Mr. Vijay Rathi	Chairman
Mr. Manish Shahra	Member
Mrs. Amrita Koolwal	Member
Mr. Nilesh Jagtap	Member

b) **Name and designation of compliance officer:** Mr. Shailesh Kumath, Company Secretary.

c) **During the financial year 2018-2019, the committee held four meetings on the following dates:**

05th June, 2018; 26th September, 2018; 20th November, 2018 and 22nd February, 2019.

Mr. Vijay Rathi has attended three meetings, Mrs. Amrita Koolwal has attended three meetings, Mr. Manish Shahra has attended three meetings and Mr. Nilesh Jagtap has attended three meetings.

d) **Status of share transfers as on 31.03.2019:** All valid share transfers received during the year 2018-19 have been acted upon by the Registrar of the Company. As on 31st March, 2019 there were no shares pending for transfers.

Details of investors grievances for the year 2017-18 and 2018-19:

Name of Complaint	2018-19		2017-18	
	Received	Pending	Received	Pending
Non-receipt of share certificate	01	—	01	—
Non-receipt of Annual Report	02	—	06	—
SEBI / Stock Exchange	00	—	05	—
Dematerialization Complaint	00	—	00	—
Non-receipt of Dividend	00	—	03	—
Miscellaneous / Others	00	—	03	—
Total	03	—	18	—

D) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

As required under Section 135 of the Companies Act, 2013 the Company has formed a CSR committee. The Committee constitution and terms of reference meet with the requirements of the Companies Act, 2013.

a) **Members of Committee:**

The composition of CSR Committee as on 31.03.2019 is as under:

Mr. Manish Shahra	Chairman
Mr. Vijay Rathi	Member
Mrs. Amrita Koolwal	Member
Mr. Nilesh Jagtap	Member

b) **Brief terms of reference:**

- To formulate and recommend to the Board a Corporate Social Responsibility (CSR) policy and CSR Plan.
- To recommend the amount of expenditure to be incurred on the CSR activities.
- To monitor the implementation of the CSR policy and CSR Plan.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable

c) **Dates of the CSR Committee meetings and attendance:**

The Committee met two times during the year on the following dates:

13th August, 2018 and 21st March, 2019.

Mr. Manish Shahra has attended two meetings, Mr. Vijay Rathi has attended one meeting, Mrs. Amrita Koolwal has attended two meetings and Mr. Nilesh Jagtap has attended one meeting.

E) RISK MANAGEMENT COMMITTEE:

The Board of the Company has formed a Risk Management Committee to frame, implement and monitor the risk management plan and policy of the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness.

a) Members of Committee:

The Composition of Risk Management Committee as on 31.03.2019 is as under:

Mr. Ashok Kumar Trivedi	Chairman
Mr. Manish Shahra	Member
Mr. Gautam Jain	Member
Mrs. Amrita Koolwal	Member

b) The Committee met once during the year on the following dates:

25th February, 2019

All members attended the meeting.

3. DETAILS OF REMUNERATION TO DIRECTORS

A. REMUNERATION TO EXECUTIVE DIRECTOR

The particulars of remuneration of Executive Directors during the financial year 2018-19 are as under:

(Rs. in lacs)

PARTICULARS	Mr. Manish Shahra (Managing Director)	Mr. Ashok Kumar Trivedi (Whole Time Director)	Mr. Shivam Asthana (Whole Time Director)
Salary	3.22	3.00	13.51
Perquisites	0.12	—	—
Total	3.34	3.00	13.51

B. REMUNERATION TO NON-EXECUTIVE DIRECTOR

The Non-Executive Directors are paid sitting fees for every meeting of the Board and/or Committee attended by them. No commission was paid or payable to the Non-Executive Directors during the financial year 2018-19.

The sitting fees paid to all Non-Executive Directors for attending meetings of the Board and/or Committee thereof for the year ended 31.03.2019 is as follows:-

Mr. Vijay Rathi – Rs. 0.30 lacs, Mrs. Amrita Koolwal – Rs. 0.31 lacs and Mr. Nilesh Jagtap – Rs. 0.19 lacs.

Service Contracts, Severance Fees and Notice Period

Mr. Ashok Kumar Trivedi was re-appointed as whole-time director of the Company for a period of 5 years w.e.f. 01st April, 2016. Mr. Shivam Asthana was appointed as whole-time director of the Company for a period of 3 years w.e.f. 18th July, 2017. Mr. Manish Shahra was appointed as Chairman and Managing Director of the Company w.e.f. 01st June, 2018 for remaining period of his tenure as approved by the members of the Company at their Annual General Meeting held on 29.09.2016.

The appointment of the Executive Directors is governed by Resolutions passed by the Shareholders of the Company, which cover the terms and conditions of such appointment, read with the service rules of the Company. A separate Service Contract is not entered into by the Company with Executive Directors. No notice period or severance fee is payable to any Director.

Stock Option details

The company has not granted any stock option to any of its director/employees.

4. SEPARATE MEETINGS OF THE INDEPENDENT DIRECTORS

During the year under review, one meeting of the Independent Directors held, without the attendance of Executive Directors and members of management. All the Independent Directors were present in that meeting.

The Independent Directors in the said meeting had, inter-alia:

- Reviewed the performance of non-independent directors and the Board as a whole;
- Reviewed the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- Assessed 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

5. GENERAL MEETINGS

A. ANNUAL GENERAL MEETING

The details of date, time, location and Special Resolutions passed at the Annual General Meeting (AGM) held during last 3 years are as under

Date	Venue	Time	Special Resolution Passed
29.09.2016	Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai (MH).	10.30 a.m.	Special Resolution passed for re-appointment of Mr. Ashok Kumar Trivedi as whole time director, appointment of Mr. Suresh Chandra Shahra as Chairman & Managing Director and re-appointment of Mr. Manish Shahra as Jt. Managing Director of the Company.
27.09.2017	Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai (MH).	11.30 a.m.	Special Resolution passed for appointment of Mr. Shivam Asthana as whole time director,
25.09.2018	Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai (MH).	10.30 a.m.	Special Resolution passed for appointment of Mr. Manish Shahra as Chairman & Managing Director and re-appointment of Mr. Vijay Rathi as Independent Director of the Company.



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B. EXTRA-ORDINARY GENERAL MEETING

During the financial year 2018-19, no Extra Ordinary General Meeting of the Company was held.

C. POSTAL BALLOT

No postal ballot was conducted during the year under review. At present, there is no proposal for passing any Special Resolution through postal ballot.

6. MEANS OF COMMUNICATIONS

The quarterly financial results for the financial year 2018-19 were published in the newspapers namely Free Press Journal & Navshakti (both Mumbai edition). The Company has a website, namely www.anikgroup.com for displaying its results.

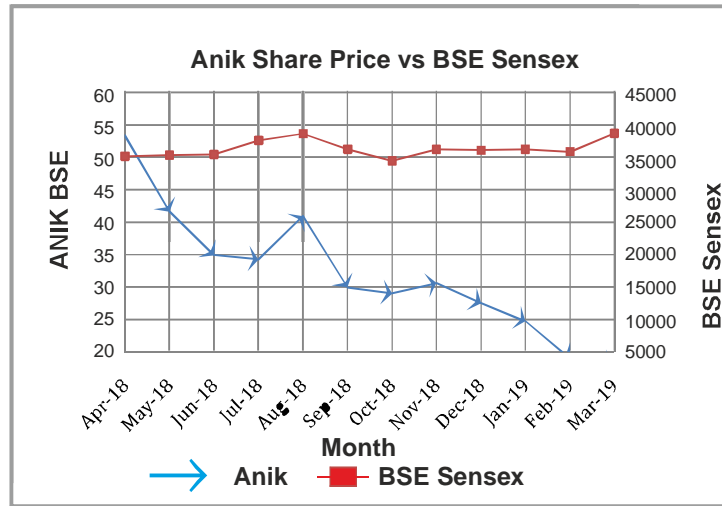
7. GENERAL SHAREHOLDERS INFORMATION

A.	Date, time and venue of the annual general meeting	28 th September, 2019 at 11.00 a.m. at Sunville Deluxe Pavilion, Sunville Building, 9, Dr. Annie Besant Road, Worli, Mumbai-400018(MH)
B.	Financial Year	From 1 st April 2018 to 31 st March 2019
C.	Dividend Payment Date	No Dividend was recommended by the Board of the Directors for financial 2018-19
D.	Financial calendar 2019-20	Financial Reporting (tentative) for Quarter ending June 30, 2019 - September 2019 September 30, 2019 - November, 2019 December 31, 2019 - February 2020 March 31, 2020 - May, 2020
E.	Date of book closure	21 st September, 2019 to 28 th September, 2019 (Both days inclusive)
F.	Listing on stock exchange	1. The BSE Limited 25 th Floor, Phiroze Jee Jee Bhoj Towers, Dalal Street, Mumbai - 400001 (MH) 2. The National Stock Exchange of India Ltd. "Exchange Plaza" Bandra Kurla Complex, Bandra (E), Mumbai-400 051 (MH)
G.	Listing fees	Paid to the Bombay Stock Exchange (BSE) and the National Stock Exchange (NSE) for the financial year 2018-19.
H.	Company Code / Symbol / Series on Stock Exchange	The BSE Ltd.: 519383 The National Stock Exchange of India Ltd.: ANIKINDS
I.	Electronic connectivity	National Security Depository Ltd. & Central Depository Services (India) Ltd.
J.	ISIN No. at NSDL/CDSL	INE 087 B01017
K.	Market price data	The monthly high & low share prices of the Company traded at Bombay Stock Exchange Limited and National Stock Exchange of India Limited from 1 st April 2018 to 31 st March 2019 are given below:

Month	The BSE		The National Stock Exchange of India Ltd.	
	Month High Price	Month Low Price	Month High Price	Month Low Price
Apr-18	53.35	31.15	52.55	31.30
May-18	41.65	31.25	42.90	30.60
Jun-18	34.90	28.15	34.70	28.00
Jul-18	34.25	25.50	33.80	25.10
Aug-18	40.95	28.80	40.35	28.25
Sep-18	29.95	25.00	30.15	25.00
Oct-18	29.00	22.65	29.00	22.50
Nov-18	30.60	25.00	28.90	24.20
Dec-18	27.50	20.50	28.00	21.10
Jan-19	24.70	17.00	24.85	16.55
Feb-19	18.95	12.55	17.75	12.60
Mar -19	18.25	15.00	18.20	15.15



L. Share Price Performance in comparison to broad based indices – BSE Sensex as on March 31st, 2019:



M. Suspension of Securities

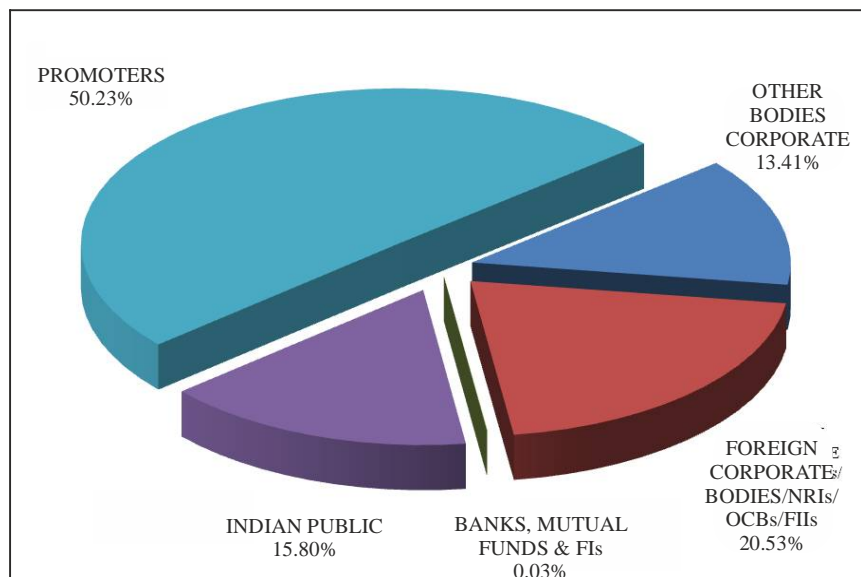
NIL

N. Share Transfer Agents

Sarthak Global Limited
 Registrar & Share Transfer Agent
 170/10, R.N.T. MARG, FILM COLONY, INDORE (M.P.) – 452001 INDIA
 Tel : + 91 0731 2523545 Fax : + 91 0731 2526388
 Email : anik@sarthakglobal.com
 Website: www.sarthakglobal.com

O. Share transfer system

The Registrar & Share Transfer Agent M/s. Sarthak Global Ltd. deals with share transfer both in physical and dematerialized mode. The dematerialized (demat) shares are transferable through the depository system. Shares in physical form are processed by the Registrar & Share Transfer Agent and approved by the Share Transfer Committee of Directors of the Company. Transfer of physical shares is made within the time stipulated by stock exchange.





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P.

Distribution of equity shareholding and its pattern as on 31st March, 2019:			
Share Class	No. of Holders	No. of shares held	Shareholding %
Up to 500	9951	1298963	4.68
501-1000	531	437277	1.58
1001-2000	293	451785	1.63
2001- 3000	102	254559	0.92
3001-4000	38	137020	0.49
4001-5000	37	172072	0.62
5001-10000	66	471001	1.70
10001 and above	90	24530809	88.38
TOTAL	11108	27753486	100

Q. Dematerialization of shares and Liquidity

The Company's shares are traded compulsorily in demat mode under ISIN code INE 087 B01017. The National Securities Depository Limited (NSDL) and the Central Depository Services (India) Ltd. (CDSL) are the depositories holding Company's share in demat mode. As on 31st March, 2019 out of 2,77,53,486 equity shares of Rs.10/- each 2,21,28,727 equity shares which is 79.73% of total equity are now held in electronic form.

R. Outstanding GDRs/ ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity

There are no outstanding GDRs/ ADRs/ Warrants / Convertible instruments of the Company and hence, the same is not applicable to the Company.

S. Commodity price risks or Foreign Exchange risk and hedging activities

The management of the Company takes effective steps timely to minimise commodity price risks and also hedges its exposure.

T. Plant location

Wind Power Units:

1. Village Gorera, Dist. Jaisalmer (Raj.)
2. Village Nagda, Dist. Dewas (M.P.)

U. Address for correspondence

Anik Industries Limited
2/1, South Tukoganj, Behind High Court,
Indore (M.P.) - 452001 INDIA
Tel. No.: +91 0731 4018009, 10 Fax No.: +91 0731 2513285
Email: anik@anikgroup.com

V. List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the listing entity involving mobilization of funds, whether in India or abroad

Credit rating obtained along with revisions thereto for bank facilities of the Company during FY 2018-19 as under:

SN.	Rating Agency	Facilities	Credit Rating as on 01.04.2018	Credit Rating revised on 12.03.2019	Reason for downgrade in credit ratings
1.	CARE Ratings Ltd.	Long term Bank Facilities	CARE BB+ (Double B Plus); Stable	CARE B+ (Single B Plus) Stable, Issuer not Cooperating	The reason of downward rating of Company by CARE Rating Limited are as follows: 1. There has been significant drop in the share price of Company. 2. Increase in investment in Real Estate Segment. 3. Losses in December quarter result of FY 2018-19
2.	CARE Ratings Ltd.	Short term Bank Facilities	CARE A4 (A Four)	CARE A4 (A Four; Issuer not Cooperating)	

8. OTHER DISCLOSURES

- a. The Company did not have any related party transactions, which may have potential conflict with its interest at large.
- b. During the last three years, Stock Exchange has imposed a fine of Rs. 15.97 lacs for non- submission of the financial result within the period provided under the Listing Agreement/ Listing Regulations. Except that, the Company has complied with the requirements of the regulatory authorities on capital markets and no other penalties/ strictures have been imposed against it in the last three years.
- c. The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism for employees and directors to report concerns about unethical behavior. No person has been denied access to the audit committee.
- d. The Company has complied with the mandatory requirements as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- e. **Web link where policy for determining 'material' subsidiaries is disclosed:**
<http://www.anikgroup.com/Policy%20for%20determining%20Material%20Subsidiary.pdf>
- f. **Web link where policy on dealing with related party transactions is disclosed:**
http://www.anikgroup.com/Related_Party_Policy-Anik.pdf
- g. **Disclosure of commodity price risks and commodity hedging activities:**
The management of the Company takes effective steps timely to minimize commodity price risks and also hedges its exposure.
- h. **Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32(7A)**
Not Applicable
- i. **A certificate from practicing company secretary confirming that none of the Directors on the board of the Company were debarred or disqualified from being re-appointed under retirement by rotation and/or continuing as Directors of the Company by the SEBI, Ministry of Corporate Affairs or any other statutory authorities**
Attached as '*Annexure I*'
- j. **Details of Fees paid to Statutory Auditors - SMAK & Co., Chartered Accountants**
Statutory Audit Fees – Rs. 6.0 Lacs
Tax Audit Fees – Rs. 1.00 Lacs
Other Services – Rs. 0.86 Lacs
- k. **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**
No. of Complaints filed during the financial year – NIL
No. of Complaints disposed of during the financial year – NIL
No. of Complaints pending as on end of the financial year – NIL

9. COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, to the extent as applicable, with regards to Corporate Governance.

10. CEO/CFO CERTIFICATE

In terms of regulation 17(8) of the Listing Regulations, the Managing Director & CEO and the CFO made a certification to the Board of Directors in the prescribed format for the year at the review, which has been reviewed by the Audit Committees and taken on record by the Board. The same is attached as '*Annexure II*'.

11. CEO CERTIFICATION

The Certificate from CEO as required under Part D of Schedule V of the Listing Regulations containing declaration as to affirming compliance with the Code of Conduct of Board of Directors and Senior Management attached as '*Annexure III*'.

12. COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from M/s. Ajit Jain & Co., Practicing Company Secretaries, confirming compliances with the conditions of Corporate Governance as stipulated under the Listing Regulations attached as '*Annexure IV*'.

13. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

Not Applicable

14. RECONCILIATION OF SHARE CAPITAL AUDIT

A qualified Practicing Company Secretary carried out Reconciliation of Share Capital Audit to reconcile the total Admitted Capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total Issued and Listed Capital. The audit confirms that the total Issued/ Paid-up Capital is in agreement with the total number of shares in physical forms and the total number of dematerialized shares held with NSDL and CDSL.



Annexure I

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

[pursuant to clause 10 (i) of the Part C of Schedule V read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended]

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Anik Industries Limited** having CIN L24118MH1976PLC136836 and having registered office at 610, TULSIANI CHAMBERS, NARIMAN POINT, MUMBAI - 400 021 (MH) (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No.	Name of Director	DIN	Designation
1.	MANISH SHAHRA	00230392	Managing Director
2.	ASHOK KUMAR TRIVEDI	00350507	Whole-time Director
3.	SHIVAMASTHANA	06426864	Whole-time Director
4.	AMRITA KOOLWAL	07144693	Independent Director
5.	NILESH JAGTAP	08206539	Independent Director
6.	VIJAY KUMAR RATHI	01474776	Independent Director

Place : Indore

Dated: 28th August, 2019

For Ajit Jain & Company

(Company Secretary)

Ajit Jain

Proprietor

FCS No.: 3933; C P No.: 2876



Annexure-II

CEO/CFO CERTIFICATION

To

The Board of Directors,

Anik Industries Ltd.

In relation to the Audited Financial Accounts of the Company as at March 31, 2019, we hereby certify that:

- (a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2019 and that to the best of our knowledge and belief:
 - (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2019, which is fraudulent, illegal or violative of the Company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps have taken or proposed to be taken to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee, wherever applicable:
 - (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.

MANISH SHAHRA

Chairman & Managing Director
DIN: 000230392

Place: Indore

Dated: 28th June, 2019

GAUTAM JAIN

CFO

Annexure-III

Declaration on Compliance of Code of Conduct

The Board members & senior management personnel have affirmed compliance with the code of conduct for the directors & senior management for the year ended 31st March, 2019.

For Anik Industries Limited

Place: Indore

Dated: 28th August, 2019

MANISH SHAHRA

Chairman & Managing Director
DIN: 00230392



Annexure-IV

Certificate on Corporate Governance

To

The Members of

ANIK INDUSTRIES LIMITED

We have examined the compliances of conditions of corporate governance by Anik Industries Limited ('the Company') for the year ended March 31, 2019 as stipulated in regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) and para C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, as adopted by the Company for ensuring compliance to 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 according to the explanations given to us, and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2019 except the followings:

1. **Regulation 17(1)(a) and 17(1)(b)** - Due to resignation of Independent Directors during the quarter ended 30th June, 2018, the half of the board of directors did not comprise of non-executive directors and half of the board of directors did not comprise of independent directors during the quarter ended 30th June, 2018. In the next quarter Company appointed one independent director and complied with said provisions.
2. **Regulation 19** - Due to resignation of two independent directors during the quarter ended 30th June, 2018, the Number of members in the nomination and remuneration committee is less than three during the quarter ended 30th June, 2018. In the next quarter Company appointed one independent director and complied with said provisions.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Indore

Dated: 28th August, 2019

For Ajit Jain & Company

(Company Secretary)

Ajit Jain

Proprietor

FCS No.: 3933; C P No.: 2876