

**2014-15**

**Anna  
Infrastructures  
Limited**

**23rd**

**Annual Report**



## BOARD OF DIRECTORS

### Mr. Ashok Kumar Mittal

Chairman  
Non-Executive Director

### Mr. Anil Kumar Agarwal

Whole Time Director

### Mr. Rakesh Kumar Mittal

Non-Executive Director

### Mr. Ramesh Chand Agarwal

Non-Executive, Independent Director

### Mr. Shambhu Dayal Agarwal

Non-Executive, Independent Director

### Mr. Madan Mohan Agarwal

Non-Executive, Independent Director

### Mrs. Kusum Singhal

Non-Executive, Independent Director



## BANKERS

Oriental Bank of Commerce



## STATUTORY AUDITORS

### M/s Mehra Sanjay & Co.

Chartered Accountant



## CORPORATE IDENTIFICATION NUMBER (CIN)

L65910UP1993PLC070612

# CORPORATE INFORMATION



## REGISTRAR AND SHARE TRANSFER AGENT

### Beetal Financial & Computer Services Private Limited

Beetal House-99, Madangir, New Delhi-110062

Tel. No.:011-29961281-84

E-mail: [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com)



## REGISTERED & CORPORATE OFFICE

Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower,  
Sanjay Place, Agra-282002, Uttar Pradesh



## LISTING OF EQUITY SHARES

### Bombay Stock Exchange

Scrip ID: ANNAINFRA

ISIN: INE336D01014

Scrip Code: 530799



## 23RD ANNUAL GENERAL MEETING OF ANNA INFRASTRUCTURES LIMITED

**Date:** 25<sup>th</sup> September, 2015

**Time:** 12 P.M

**Venue:** **Hotel Nuova**, Block S-23,  
Sanjay Place, Agra-282005  
Uttar Pradesh

**Email ID** : [annainfra@gmail.com](mailto:annainfra@gmail.com)














**Website** : [www.annainfra.com](http://www.annainfra.com)

**Telephone** : 0562-2527004

# CORPORATE INFORMATION



## CONTENT

	NOTICE OF 23 <sup>RD</sup> ANNUAL GENERAL MEETING	4-9
	EXPLANATORY STATEMENT	10-12
	DIRECTORS' REPORT	13-34
	REPORT ON CORPORATE GOVERNANCE	35-50
	COMPLIANCE OF CODE OF CONDUCT	51
	WHOLE-TIME DIRECTOR AND CHAIRMAN CERTIFICATION	52
	CERTIFICATION BY AUDITOR	53
	INDEPENDENT AUDITORS REPORT	54-57
	BALANCE SHEET	58
	STATEMENT OF PROFIT & LOSS ACCOUNT	59
	CASH FLOW STATEMENT	60-61
	NOTES TO ACCOUNTS	62-75
	ATTENDANCE SLIP & PROXY FORM	76-77



## NOTICE

Notice is hereby given that Twenty-Third Annual General Meeting of the Members of ANNA INFRASTRUCTURES LIMITED ('the Company') will be held on Friday, 25<sup>th</sup> September, 2015 at the Hotel Nuova, Block S-23, Sanjay Place, Agra-282005 at 12:00 p.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 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 Mr. Ashok Kumar Mittal (DIN 00320504), who retires by rotation and being eligible, offer himself for re-appointment.
3. To ratify the appointment of the Auditors of the Company and their remuneration fixed at the Twenty Second Annual General Meeting of the Company held on September 27, 2014, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to the first proviso to Section 139(1) of the Companies Act, 2013, read with the first proviso to Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the appointment of M/s. Mehra Sanjay & Co., Chartered Accountants (Firm Registration No. 006381C), as the auditors of the Company to hold office from the conclusion of the 22<sup>nd</sup> Annual General Meeting until the conclusion of the 24<sup>th</sup> Annual General Meeting of the Company, on such remuneration as may be decided by the Board of Directors of the Company, made at the twenty second Annual General Meeting of the Company held on 27<sup>th</sup> September, 2014, be and is hereby ratified."

### SPECIAL BUSINESS:

4. **Appointment of Mrs. Kusum Singhal (holding DIN: 07142552) as an Independent Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to provisions of Section 149, 150 and Section 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mrs. Kusum Singhal, (holding DIN: 07142552)** who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 30, 2015 pursuant to Section 161(1) of the Companies Act, 2013 and



the Articles of Association of the Company, and whose term of office expires at this ensuing Annual General Meeting and in respect of whom, the Company has received a notice from a member under Section 160 of the Companies Act 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years with effect from the date of her appointment upto March 30, 2020, and that she is not liable to retire by rotation.”

**5. Appointment of Mr. Rhythm Garg (holding DIN: 02881514) as an Independent Director.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Section 149, 150 and Section 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Rhythm Garg, (holding DIN: 02881514)** who was appointed as an Additional Director of the Company by the Board of Directors with effect from April 10, 2015 pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, and whose term of office expires at this ensuing Annual General Meeting and in respect of whom, the Company has received a notice from a member under Section 160 of the Companies Act 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years with effect from the date of his appointment upto April 10, 2020, and that he is not liable to retire by rotation.”

**6. Appointment of Mr. Anil Kumar Agarwal as an Whole Time Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, (including any statutory modifications or re-enactment(s) thereof, from the time being in force) of the Companies Act 2013, the consent of the Company be and is hereby accorded to the appointment of **Mr. Anil Kumar Agarwal (holding DIN 00399487)**, as Whole Time Director of the Director of the Company for a further period of five years with effect from 30<sup>th</sup> May, 2015 to 29<sup>th</sup> May, 2020, subject to control and superintendence as contained in the Articles of Association of the Company and directions of the Board of Directors of the Company, to be delegated to him such further powers of substantial management of the Company as they may deem fit.”

“**RESOLVED FURTHER THAT** Mr. Anil Kumar Agarwal, Whole Time Director be paid remuneration by way of commission which shall not exceed 5% of the net profits of the Company for each year during his tenure of his office.”

“**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mr. Anil Kumar Agarwal, such that the remuneration payable to him shall not exceed the maximum limits



prescribed under sub-section II(A) of section II of the part II of Schedule V of the Companies Act, 2013, based on effective capital of the Company.”

By Order of the Board of Directors  
For **Anna Infrastructures Limited**

Agra, August 13, 2015

**(Kanchan Agarwal)**  
Company Secretary

**Registered Office:**

Shop. No. 1 & 3, E-14/6, First Floor,  
Shanta Tower, Sanjay Place,  
Agra-282002

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting for the item Number 4 to 6 is annexed hereto.
2. The relevant details as required under clause 49 of the Listing Agreement entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as directors are also annexed.
3. The Register of Members and the Share Transfer books of the Company will remain closed from, Monday, 21<sup>st</sup> September, 2015 to Friday, 25<sup>th</sup> September, 2015 (both days inclusive).
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's registered office, not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc, must be supported by appropriate resolutions /authority as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the share capital of the company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
5. For convenience of the Members and for proper conduct of the Meeting, entry to the place of Meeting will be regulated by Attendance Slip, which is annexed to the Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the entrance of the venue.
6. In terms of and in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and revised Clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting facility as an alternate to all its Members to enable them to cast their vote electronically instead of casting the vote at the Meeting. The Members who have casted their votes by remote e-voting may participate in the Meeting even after exercising their right to vote through remote e-voting but they shall not be allowed to cast vote again at the Meeting. For this purpose, the Company has entered into an



agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically. The Company is also providing facility for voting by Ballot at the Annual General Meeting apart from providing remote e-voting facility for all those members who are present at the general meeting but have not casted their votes by availing the remote e-voting facility.

7. The remote e-voting facility shall be opened from Monday, 21<sup>st</sup> September, 2015 at 10.00 a.m. to Wednesday, 23<sup>rd</sup> September, 2015 till 5.00 p.m., both days inclusive. The remote e-voting facility shall not be allowed beyond 5.00 p.m. on Wednesday, 23<sup>rd</sup> September, 2015 till 5.00 p.m. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date, may opt for remote e-voting. Provided that once the vote on a resolution is casted by the member, he shall not be allowed to change it subsequently or cast the vote again.
8. The Notice of the Meeting is being placed on the website of the Company viz., [www.annainfra.com](http://www.annainfra.com) and on the website of CDSL viz., [www.evotingindia.com](http://www.evotingindia.com).
9. Mr. Aditya Narayan Srivastava, Advocate (**Civil Court, Agra, Reg. No. 867/93**) has been appointed as a Scrutinizer for conducting the voting by Ballot at the Meeting and remote e-voting process in a fair and transparent manner.
10. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes casted by Ballot at the Meeting, thereafter unblock the votes casted through remote e-voting in the manner provided in the Rules and make, not later than 3 days of conclusion of the Meeting, consolidated Scrutinizer's Report of remote e-voting and voting by Ballot at the Meeting, of the total votes casted in favor or against, if any, to the Chairman of the Meeting and the Chairman or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting. The results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company at [www.annainfra.com](http://www.annainfra.com) and on the website of CDSL at [www.evoting.com](http://www.evoting.com), immediately after the results are declared by the Chairman.
11. The Company has fixed Friday, 18<sup>th</sup> September, 2015, as the cutoff date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or in the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are attached herewith and forms part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
12. The Company has appointed BEETAL Financial & Computer Services Private Limited. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.
13. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the Annual General Meeting along with the Annual Report for 2014-15 are sent by electronic mode to those members whose e-mail address are registered with the Company/ Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail address, physical copies are being sent by the permitted mode.





14. The relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days between 12.00 noon to 3.00 p.m. upto the date of the Meeting.
15. The Annual Report of the Company will be made available on the Company's website at [www.annainfra.com](http://www.annainfra.com) and also on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).

**16. PROCEDURE AND INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY:**

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

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

		<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*		<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
DOB#		Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Details#	Bank	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.



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

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

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Monday 21<sup>st</sup> September, 2015 10:00 AM and ends at 5:00 PM on Wednesday, 23<sup>rd</sup> September, 2015. 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 18<sup>th</sup> September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

\*\*\*\*\*



## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to the special business mentioned in the accompanying notice.

### Item No. 4 & 5

The Board of Directors of the company appointed pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the company, Mrs. Kusum Singhal and Mr. Rhythm Garg as additional Directors of the company with effect from March 30, 2015 and April 10, 2015 respectively.

In terms of provisions of Section 161(1) of the act, Mrs. Kusum Singhal and Mr. Rhythm Garg would hold office upto the date of the ensuing Annual General Meeting.

The company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Kusum Singhal and Mr. Rhythm Garg for the office of Independent Director of the company.

Mrs. Kusum Singhal and Mr. Rhythm Garg are not disqualified from being appointed as directors in terms of Section 164 of the Act and have given their consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its board. As per the said Section 149, an independent director can hold office for a term up to 5 consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mrs. Kusum Singhal and Mr. Rhythm Garg that they meet the criteria of independence as prescribed under Sub-Section (6) of Section 149 of the act and under Clause 49 of the Agreement.

In the opinion of the Board of Directors of the company Mrs. Kusum Singhal and Mr. Rhythm Garg fulfil the conditions of the Companies Act, 2013 and rules made thereunder as Independent Directors and they are independent of the Management of the company.

The Board recommends the Ordinary Resolution set out at Item No. 4 & 5 for approval by shareholders.

Mrs. Kusum Singhal and Mr. Rhythm Garg is interested and concerned in the resolutions mentioned in item Nos. 4 & 5 in the Notice. Other than Mrs. Kusum Singhal and Mr. Rhythm Garg, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions.

### Item No 6

The Board of Directors of the Company at its meeting held on May 30, 2015 re-appointed Mr. Anil Kumar Agarwal, as Whole Time Director of the Company on the terms and conditions including remuneration as indicated below for a period of 5 years w.e.f 30<sup>th</sup> May, 2015.

Mr. Anil Kumar Agarwal re-appointment is subject to the approval of the members in the Annual General Meeting.

The main terms and conditions of re-appointment of Mr. Anil Kumar Agarwal (hereinafter referred to as "WTD") are given below:



**A. Tenure of Re-Appointment:** The re-appointment of the WTD is for a period of 5 years with effect from 30<sup>th</sup> May, 2015 to 29<sup>th</sup> May, 2020.

**B. Nature of Duties:** The WTD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time, by serving on the Boards of such Associated Companies/Subsidiaries or any other Executive Body or a Committee of such a Company.

**C. Remuneration:** The Whole Time Director shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

(i) Remuneration: (a) Mr. Anil Kumar Agarwal, Whole Time Director be paid remuneration by way of commission which shall not exceed 5% of the net profits of the Company for each year during his tenure of his office; (b) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.

(ii) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mr. Anil Kumar Agarwal, such that the remuneration payable to him shall not exceed the maximum limits prescribed under sub-section II(A) of section II of the part II of Schedule V of the Companies Act, 2013, based on effective capital of the Company.

**D. Other terms of Re-Appointment:**

i. The WTD shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

ii. The terms and conditions of the re-appointment of the WTD may be altered and varied from time to time by the Board as it may, in its discretion deem at, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the WTD subject to such approvals as may be required.

iii. The re-appointment may be terminated by either party by giving to the other party one month notice of such.

In compliance with provision of Sections 196,197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

The Board recommends the Ordinary Resolution set out at Item No. 6 for approval by shareholders.

Mr. Anil Kumar Agarwal is interested and concerned in the resolution mentioned in item No. 6 in the Notice. Other than Mr. Anil Kumar Agarwal, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution.



**ANNEXURE AS REQUIRED UNDER CLAUSE 49 VIII (E) OF LISTING AGREEMENT**

**Details of Directors seeking Appointment/re-appointment at the Annual General Meeting.**

<b>Name of Director</b>	Mrs. Kusum Singhal	Mr. Rhythm Garg	Mr. Anil Kumar Agarwal
<b>Date of Birth</b>	02/06/1973	24/03/1985	28/07/1959
<b>Date of Appointment</b>	30/03/2015	10/04/2015	30/05/2015
<b>Qualification</b>	Masters in Commerce	Bachelor of Commerce	Masters in Commerce
<b>Expertise in specific functional area</b>	Having good knowledge of management affairs and adherence of Corporate Governance	Rich and wide experience in construction area.	22 experience in the field of real estate.
<b>Directorship held in other companies</b>	NIL	<b>Private Limited Company</b> Valor Engineering Private Limited	<b>Private Limited Company</b> Anna Realtors Private Limited
<b>Memberships/Chairmanships of Committees of other Companies</b>	NIL	NIL	NIL
<b>Relationship with other Director/s</b>	None	None	None
<b>Number of Shares held in the Company</b>	NIL	NIL	52,600

By Order of the Board of Directors  
For **Anna Infrastructures Limited**

Agra, August 13, 2015

**(Kanchan Agarwal)**  
Company Secretary

**Registered Office:**

Shop. No. 1 & 3, E-14/6, First Floor,  
Shanta Tower, Sanjay Place,  
Agra-282002



# DIRECTORS' REPORT

To,  
The Members,  
Anna Infrastructures Limited  
Your Directors have the pleasure of presenting the Twenty Third Annual Report of the Company on the business and operations of the Company, together with Audited Statement of Accounts for the year ended March 31, 2015.

## FINANCIAL RESULTS

The Company's performance during the financial year ended March 31, 2015 as compared to the previous financial year is summarized as below:

	(In Rs.)	
	<b>Current Year ended 31/03/2015</b>	Previous Year Ended 31/03/2014
Revenue from Operations before tax, interest & depreciation	42,18,913.00	48,60,800.00
Less: Depreciation	6,09,851.00	6,68,059.00
Less: Finance Charges	84,014.00	5,70,935.00
Profit Before Tax	35,25,048.00	36,21,806.00
Provision for Tax	13,55,230.00	11,19,137.00
Profit After Tax	21,69,818.00	25,02,669.00
Add: Balance brought forward from previous year	3,14,34,081.00	2,89,31,412.00
Profit available for appropriation	3,26,99,439.00	3,14,34,081.00
Balance to be carried forward to the balance sheet	3,26,99,439.00	3,14,34,081.00

## NATURE OF BUSINESS

The Company is engaged in the activities of Land for Real Estate Development. On the real estate development front, the Company develops residential, commercial, retail and social infrastructure projects.

There was no change in the nature of the business of the Company during the year under review.

## FINANCIAL PERFORMANCE

During the year under review, your Company's total revenue stood at Rs. 1,38,68,489 as at 31<sup>st</sup> March, 2015 as compared to Rs. 1,72,31,477 as at 31<sup>st</sup> March, 2014.

Your directors hoping the good business performance in the coming years.



## **TRANSFER TO RESERVES**

It is not proposed to transfer any amount to reserves out of the profits earned during financial year ended 2014-15.

## **DIVIDEND**

The Board of Directors has not recommended any dividend on the Share Capital of the Company for the period ended 31st March 2015 considering the current cash flow position of the Company.

## **DEPOSITS**

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. As on April 1, 2014, no amounts were outstanding which were classified as 'Deposits' under the applicable provisions of Companies Act, 1956 and hence, the requirement for furnishing of details of deposits which are not in compliance with the Chapter V of the Companies Act, 2013 is not applicable.

## **SHIFTING OF REGISTERED OFFICE OF THE COMPANY (DISCLOSURE OF ORDERS PASSED REGIONAL DIRECTOR, NOIDA)**

During the year under review the Company's registered office has shifted in the State of Uttar Pradesh from the State of Delhi. The Shifting of Registered Office has been confirmed by Regional Director, Northern Region Bench, Noida on 25.03.2015 order no. SRN C40186165 (13)/2013/13432.

## **DISCLOSURES UNDER SECTION 134(3)(L) OF THE COMPANIES ACT, 2013**

Except as disclosed elsewhere in this report, no material changes and commitments which could affect the Company's financial position have occurred between the end of the financial year of the Company and the date of this report.

## **PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES**

All transactions of the Company with Related Parties are in the ordinary course of business and at arm's length. Information about the transactions with Related Parties is given in the Corporate Governance Report which forms a part of this Annual Report.

Form AOC – 2 pursuant to the provisions of Section 134 (3) (h) of the Companies Act, 2013, read with Rule 8 (2) of the Companies (Accounts) Rules, 2014 is given as **Annexure I** to this Directors' Report.

## **PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS UNDER SECTION 186**

Particulars of loans, guarantees and investments as on 31st March, 2015 are given in the Notes to the financial statement.

## **DISCLOSURE RELATING TO EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

The Company has not issued any equity shares with differential rights during the year under review and hence no information as per provisions of Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.



#### **DISCLOSURE RELATING TO SWEAT EQUITY SHARE**

The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

#### **DISCLOSURE RELATING TO EMPLOYEE STOCK OPTION SCHEME AND EMPLOYEE STOCK PURCHASE SCHEME**

The Company has not issued any employee stock option scheme and employee stock purchase scheme and hence no information as provisions of Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 and SEBI (Employee Share Based Employee Benefits) Regulations, 2014, has been furnished.

#### **DISCLOSURES IN RESPECT OF VOTING RIGHTS NOT DIRECTLY EXERCISED BY EMPLOYEES**

There are no shares held by trustees for the benefit of employees therefore, no disclosure under Rule 16(4) of the Companies (Share Capital and Debentures) Rules, 2014 has been furnished.

#### **MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year the board of directors of the Company has appointed Ms. Kanchan Agarwal as Company Secretary and appointment of Ms. Kanchan Agarwal was formalized as the Key Managerial Personnel of the Company to comply with the provisions of Section 203 of the Companies Act, 2013.

During the year under review, Board of Directors appointed of Mrs. Kusum Singhal as Women Director (Category: Additional Independent Director) w.e.f. 30.03.2015.

In accordance with the Articles of Association of your Company and pursuant to provision of Companies Act, 2013, Mr. Ashok Kumar Mittal, Non Executive Director, Chairman retires from office by rotation, and being eligible, offer themselves for re-appointment at the ensuing Annual General Meeting of the Company. The brief resume of Mr. Ashok Kumar Mittal, as required interalia in terms of Clause 49 of the Listing Agreement with the stock exchanges, are provided elsewhere in this Annual Report.

Mr. Ramesh Chand Agarwal, Non Executive, Independent Director has relinquished the post of Non Executive, Independent Director from the Board and continues as an Non Executive Director of the Company.

The Board of Directors has appointed Mr. Rhythm Garg as an additional independent director w.e.f 10.04.2015.

Section 149 and other applicable provisions of the Companies Act, 2013, require the Company to have atleast one-third of the total number of Directors as Independent Directors. In the opinion of the Board, Mrs. Kusum Singhal and Mr. Rhythm Garg are Independent Directors in terms of the Listing Agreement, meet the criteria of independence in terms of section 149 (6) of the Act, are being considered for appointment as Independent Directors of the Company under sections 149,150 and 152 read with Schedule IV of the Act. The Company has received declarations from all these Directors of the Company confirming that they meet with the criteria of independence as prescribed both under section 149 (6) and Schedule IV of the Companies Act, 2013 and clause 49 of the Listing Agreement with the Stock Exchanges. Accordingly resolutions will be placed at the ensuing Annual General Meeting (AGM) for their appointment as Independent Directors for a period of five consecutive years from the date of ensuing AGM and not liable to retire by rotation.





Mr. Anil Kumar Agarwal, Whole Time Director has been re-appointed by the Board of Directors as Whole Time w.e.f 30.05.2015 for a period of five year and his appointment was formalized as the Key Managerial Personnel of the Company to comply with the provisions of Section 203 of the Companies Act, 2013.

#### **DECLARATIONS BY INDEPENDENT DIRECTORS**

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

#### **DISCLOSURE UNDER SECTION 134 (3)(B)**

##### **Number of Board Meetings**

The Board of Directors met 13 times during the financial year ended March 31, 2015 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder. Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

##### **Number of Committees Meeting**

The Audit Committee met 5 times during the financial year ended March 31, 2015. The Stakeholders Relationship Committee met 4 times during the financial ended March 31, 2015. The nomination and remuneration committee met 1 time during the financial year ended March 31, 2015. Members of the Committees discussed the matter placed and contributed valuable inputs on the matters brought before.

Additionally, during the financial year ended March 31, 2015 the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and Clause 49(II)(B)(6) of the Listing Agreement. (Non Compliance)

#### **DIRECTOR'S RESPONSIBILITY STATEMENT**

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2015, the Board of Directors hereby confirms that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. The Directors had selected such accounting policies have been selected and applied consistently and the Directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as on March 31, 2015 and of the profits of the Company for the year ended on that date;
3. The Directors had taken proper and sufficient care was 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;
4. The Directors has prepared annual accounts of the Company have been prepared on a going concern basis;
5. The Directors had laid down internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
6. The Directors had devised proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



## **NOMINATION AND REMUNERATION COMMITTEE**

The Company has constituted a Nomination and Remuneration Committee and formulated the criteria for determining the qualification, positive attributes and independence of a Director (the Criteria). The Nomination and Remuneration Committee has recommended to the Board a policy relating to the remuneration for Directors, Key Managerial Personnel and other employees, as required under Section 178 (1) of the Companies Act, 2013.

Kindly refer section on Corporate Governance, under the head, 'Nomination and Remuneration, Committee' for matters relating to constitution, meetings, functions of the Committee and the remuneration policy formulated by this Committee.

## **ANNUAL EVALUATION OF DIRECTORS, COMMITTEE AND BOARD**

The Criteria, inter alia, includes: a person to be appointed on the Board of the Company should possess in addition to the fundamental attributes of character and integrity, appropriate qualifications, skills, experience and knowledge in one or more fields of engineering, banking, management, finance, marketing and legal, a proven track record, etc.

## **AUDIT COMMITTEE**

An Audit Committee is in existence in accordance with the provisions of Section 177 of the Companies Act, 2013. Kindly refer to the section on Corporate Governance, under the head, 'Audit Committee' for matters relating to constitution, meetings and functions of the Committee.

## **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

As per the provisions of Section 135 of the Companies Act, 2013, constitution of Corporate Social Responsibility (CSR) Committee and matters relating to it is not applicable to Company. Hence there is no information regarding it.

## **OTHER BOARD COMMITTEES**

For details of other board committees viz. Stakeholders Relationship Committee, Nomination and Remuneration Committee, kindly refer to the section on Corporate Governance.

## **VIGIL MECHANISM FOR THE DIRECTORS AND EMPLOYEES**

The Company has established a vigil mechanism, through a Whistle Blower Policy, where Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the Company in detection of fraud, but is also used as a corporate governance tool leading to prevention and deterrence of misconduct.

It provides direct access to the employees of the Company to approach the Compliance Officer or the Chairman of the Audit Committee, where necessary. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization.

The Whistle Blower Policy is disclosed on the website of the Company at [www.annainfra.com](http://www.annainfra.com).



## **RISK MANAGEMENT POLICY**

The Board of Directors of the Company has formulated a Risk Management Policy which aims at enhancing shareholders' value and providing an optimum risk reward thereof. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures.

## **INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls related to financial statement. During the year, such controls were tested and no reportable material weaknesses were observed by Internal Auditors of the Company for inefficiency or inadequacy of such controls. Some of the controls are outlined below:

- The Company has adopted accounting policies, which are in line with the Accounting Standards and other applicable provisions of the Companies Act, 2013;
- Changes in policies, if any, are approved by the Audit Committee in consultation with the Auditors;
- In preparing the financial statement, judgment and estimates have been made based on sound policies. The basis of such judgments and estimates are approved by the Auditors and the Audit Committee;

## **PARTICULARS OF EMPLOYEES AND REMUNERATION**

Your Directors appreciate the significant contribution made by the employees to the operations of your Company during the period.

The information required on particulars of employees as per Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in a separate **Annexure II** to this Directors' Report.

As per the provisions contained in the proviso to Section 136(1) of the Companies Act, 2013, the aforesaid particulars are not being sent as a part of this Annual Report. Any Member interested in obtaining a copy of the same may write to the Company Secretary at the registered office of the Company.

## **OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.



## **EXTRACT OF ANNUAL RETURN**

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended March 31, 2015 made under the provisions of Section 92(3) of the Act is attached as **Annexure III** which forms part of this Report.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, Foreign exchange earnings and outgo and technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

## **CORPORATE GOVERNANCE**

The report on Corporate Governance and the certificate from the Statutory Auditors regarding compliance with the conditions of Corporate Governance have been furnished in the Annual Report and form a part of the Annual Report.

## **MANAGEMENT AND DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis report has been separately furnished in the Annual Report and forms a part of the Annual Report.

## **AUDITORS AND THEIR REPORTS**

The matters related to Auditors and their Reports are as under:

### **OBSERVATIONS OF STATUTORY AUDITORS ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2015**

The auditor's report does not contain any qualification, reservation or adverse remark or Disclaimer.

### **STATUTORY AUDITORS APPOINTMENT**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s. Mehra Sanjay & Co., Chartered Accountants, the Statutory Auditors of the Company, hold office upto the conclusion of the Twenty Fourth (24th) Annual General Meeting.

However, their appointment as Statutory Auditors of the Company is subject to ratification by the Members at every Annual General Meeting. The Company has received a certificate from the said Auditors that they are eligible to hold office as the Auditors of the Company and are not disqualified for being so appointed.

Necessary resolution for ratification of appointment of the said Auditors is included in the Notice of Annual General Meeting for seeking approval of members.

### **SECRETARIAL AUDIT REPORT FOR THE YEAR ENDED MARCH 31, 2015**

As required under provisions of Section 204 of the Companies Act, 2013, the report in respect of the Secretarial Audit carried out by M/s Satyendra Sharma & Associates, Company Secretaries in Form MR-3 for the FY2014-15 is attached as **Annexure IV** which forms part of this Report. The said report does not contain



any adverse observation or qualification requiring explanation or comments from the Board under Section 134(3) of the Companies Act, 2013.

#### **ACKNOWLEDGEMENTS AND APPRECIATION**

Your Directors take this opportunity to thank the customers, suppliers, bankers, business partners/associates, financial institutions and various regulatory authorities for their consistent support/encouragement to the Company.

Your Directors would also like to thank the Members for reposing their confidence and faith in the Company and its Management.

By Order of the Board of Directors  
For **Anna Infrastructures Limited**

Agra, August 13, 2015

**(Ashok Kumar Mittal)**

**Chairman**

**DIN: 00320504**

#### **Registered Office:**

Shop. No. 1 & 3, E-14/6, First Floor,  
Shanta Tower, Sanjay Place,  
Agra-282002

**CIN: L65910UP1993PLC070612**

Telephone: + 0562-2527004

Email ID : [annainfra@gmail.com](mailto:annainfra@gmail.com)

Website : [www.annainfra.com](http://www.annainfra.com)



## ANNEXURE I

### Form AOC – 2

Pursuant to Section 134 (3) (h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for disclosure of particulars of contract / arrangements entered in to by the Company with the related parties referred to in sub-Section 188 (1) of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at arm's length basis**

There were no contracts or arrangements or transactions entered in to by the Company during the year ended 31st March, 2015, which were not at arm's length basis.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

There were no material contracts or arrangement or transactions at arm's length basis for the year ended 31st March, 2015.

By Order of the Board of Directors  
For Anna Infrastructures Limited

Agra, August 13, 2015

(Ashok Kumar Mittal)

Chairman  
DIN: 00320504

**ANNEXURE III****EXTRACT OF ANNUAL RETURN (MGT-9)**

As on financial year ended on March 31, 2015

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

**I. REGISTRATION AND OTHER DETAILS:**

1.	Corporate Identification Number (CIN)	L65910UP1993PLC070612
2.	Registration Date	08/02/1993
3.	Name of the Company	<b>ANNA INFRASTRUCTURES LIMITED</b>
4.	Category/Sub-Category of the Company	Company Limited by Shares/Indian Non- Government Company
5.	Address of the Registered office and contact details	<i>Shop. No. 1 &amp;3, E-14/6, Shanta Tower, First Floor, Sanjay Place, Agra-282002 (Uttar Pradesh)</i>  Email: annainfra@gmail.com
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Register and Transfer Agent	BEETAL Financial & Computer Services Pvt Ltd. BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062 Ph : 011-29961281-283, Fax : 011-29961284 Email ID : beetalrta@gmail.com

**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:-

S. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the company
1.	Construction and Real Estate Development	4100	100

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-**

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	NA	NA	NA	NA	NA



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

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2014				No. of Shares held at the end of the year i.e.31/03/2015				% Changes during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	0	0	0	0	0	0	0	0	0
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Bank/FI	0	0	0	0	0	0	0	0	0
f) Any Other Directors & their relatives, societies, partnership firm, RBI	1829918	568220	2398138	63.11	1829918	568220	2398138	63.11	0
<b>Sub-total (A) (1)</b>	<b>1829918</b>	<b>568220</b>	<b>2398138</b>	<b>63.11</b>	<b>1829918</b>	<b>568220</b>	<b>2398138</b>	<b>63.11</b>	<b>0</b>
(2) <b>Foreign</b>									
a) NRIs –Individual	0	0	0	0.00	0	0	0	0.00	0.00
b) Other- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Crop.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other Directors & their relatives, societies, partnership firm, RBI	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub-total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>
<b>Total Shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>1829918</b>	<b>568220</b>	<b>2398138</b>	<b>63.11</b>	<b>1829918</b>	<b>568220</b>	<b>2398138</b>	<b>63.11</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0.00	0	0	0	0	0
b) Banks/FI	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0.00	0.00
d) Sate Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00





Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01/04/2014				No. of Shares held at the end of the year i.e.31/03/2015				% Changes during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
(i-a) Foreign Portfolio Investor -II	0	0	0	0.00	0	0	0	0	0
<b>Sub-total (B) (1)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2.Non- Institutions</b>									
a) Bodies Corp.	348234	0	348234	9.16	347650	0	347650	9.15	0.00
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individual	0	0	0	0.00	0	0	0	0.00	0.00
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	63842	580666	644508	16.96	64426	580666	645092	16.98	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	13000	390300	403300	10.61	13000	390300	403300	10.61	0
c) Other (specify)	3401	0	3401	0.09	3401	0	3401	0.09	0
(c-i) Clearing Members	0	0	0	0	0	0	0	0	0
(c-ii) Non-Resident Indians	2419	0	2419	0.06	2419	0	2419	0.06	0
<b>Sub-total (B) (2):-</b>	<b>430896</b>	<b>970966</b>	<b>1401862</b>	<b>36.89</b>	<b>430896</b>	<b>970966</b>	<b>1401862</b>	<b>36.89</b>	<b>0.00</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>430896</b>	<b>970966</b>	<b>1401862</b>	<b>36.89</b>	<b>430896</b>	<b>970966</b>	<b>1401862</b>	<b>36.89</b>	<b>0.00</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>2260814</b>	<b>1539186</b>	<b>3800000</b>	<b>100</b>	<b>2260814</b>	<b>1539186</b>	<b>3800000</b>	<b>100</b>	<b>0.00</b>

**(ii) Shareholding of Promoters**

Name of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2014			No. of Shares held at the end of the year i.e. 31.03.2015			% change in shareholding during the year
	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
Mr. Ramesh Chand Agarwal	71,510	1.88	NIL	71,510	1.88	NIL	0%
Mr. Ashok Kumar Mittal	3,95,910	10.42	NIL	3,95,910	10.42	NIL	0%
<b>TOTAL</b>	<b>4,67,420</b>	<b>12.3</b>	<b>NIL</b>	<b>4,67,420</b>	<b>12.3</b>	<b>NIL</b>	<b>0%</b>



**(iii) Change in Promoters' Shareholding**

Sl.	Mr. Ramesh Chand Agarwal (Promoter)	Shareholding at the beginning of the year i.e. 01.04.2014		Cumulative Shareholding during the year i.e. 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	71,510	1.88%	71,510	1.88%
	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 Change	No Change	-	-
	At the end of the year	71,510	1.88%	71,510	1.88%

Sl.	Mr. Ashok Kumar Mittal (Promoter)	Shareholding at the beginning of the year i.e. 01.04.2014		Cumulative Shareholding during the year i.e. 31.03.2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	At the beginning of the year	3,95,910	10.42%	3,95,910	10.42%
	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 Change	No Change	-	-
	At the end of the year	3,95,910	10.42%	3,95,910	10.42%

**(iv) Shareholding of top ten shareholders As On March 31, 2015 (other than Directors, Promoters and holders of GDRs and ADRs)**

Sl.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year i.e. 01.04.2014		Shareholding at the end of the year 31.03.2015		Net changes during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Dream Home Constructions Pvt. Ltd.	1,65,000	4.342%	1,65,000	4.342%	-	-
2.	Mittal Housings Pvt. Ltd.	1,63,210	4.295%	1,63,210	4.295%	-	-
3.	Neelam Gupta	98,500	2.592%	98,500	2.592%	-	-
4.	Jullie Agarwal	40,000	1.053%	40,000	1.053%	-	-
5.	Renu Agarwal	30,000	0.789%	30,000	0.789%	-	-



6.	Har Narain Khemka	21,000	0.553%	21,000	0.553%	-	-
7.	Ruby Agarwal	18,300	0.482%	18,300	0.482%	-	-
8.	Suman Agarwal	17,000	0.447%	17,000	0.447%	-	-
9.	Chittar Mal Singhal	16,600	0.437%	16,600	0.437%	-	-
10.	Ram Niwas Agarwal	16,500	0.434%	16,500	0.434%	-	-

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

S.No	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
1.	<b>Ashok Kumar Mittal</b>				
	At the beginning of the year	3,95,910	10.42%	3,95,910	10.42%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	<b>3,95,910</b>	<b>10.42%</b>	<b>3,95,910</b>	<b>10.42%</b>
2.	<b>Rakesh Kumar Mittal</b>				
	At the beginning of the year	48,19,00	12.68%	48,19,00	12.68%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	<b>48,19,00</b>	<b>12.68%</b>	<b>48,19,00</b>	<b>12.68%</b>
3.	<b>Anil Kumar Agarwal</b>				
	At the beginning of the year	52600	1.38%	52600	1.38%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	<b>52600</b>	<b>1.38%</b>	<b>52600</b>	<b>1.38%</b>
4.	<b>Ramesh Chand Agarwal</b>				
	At the beginning of the year	71,510	1.88%	71,510	1.88%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	<b>71,510</b>	<b>1.88%</b>	<b>71,510</b>	<b>1.88%</b>
5.	<b>Shambhu Dayal Agarwal</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	Nil	Nil	Nil	Nil
6.	<b>Madan Mohan Agarwal</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	Nil	Nil	Nil	Nil



7.	<b>Kusum Singhal</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	Nil	Nil	Nil	Nil
8.	<b>Kanchan Agarwal</b>				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	No Change	No Change	-	-
	At the end of the year	Nil	Nil	Nil	Nil

**V. INDEBTEDNESS**

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

(Rs.)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i)Principal Amount	1,81,310	0.00	0.00	1,81,310
ii)Interest due but not paid	0.00	0.00	0.00	0.00
iii)Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>1,81,310</b>
<b>Change in Indebtedness during the financial year</b>				
· Addition	0.00	0.00	0.00	0.00
· Reduction	1,81,310	0.00	0.00	0.00
<b>Net Change</b>	<b>1,81,310</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Indebtedness at the end of the financial year</b>				
i)Principal Amount	0.00	0.00	0.00	0.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
<b>Total (i+ii+iii)</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**A. Remuneration to Managing Director, Whole Time Directors and/or Manager**

S.No	Particulars of Remuneration	Total Amount (in Rs)
<b>Anil Kumar Agarwal (Whole Time Director)</b>		
<b>1.</b>	<b>Gross salary</b>	
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,60,000
	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	-
<b>2.</b>	Stock Option (as on March 31, 2015)	-
<b>3.</b>	Sweat Equity	-
<b>4.</b>	Commission	-
	- as % of profit	-



	- others, specify	-
5.	Others, please specify	-
	Total( A)	1,60,000
	Ceiling as per the Act (being 5% of the Net Profits of the Company calculated as per Section 198 of the Company Act, 2013).	35,25,048

**B. Remuneration to other Directors**

Particulars of Remuneration	Name of Directors				Total Amount (In Rs)
	Ramesh Chand Agarwal	Shambhu Dayal Agarwal	Madan Mohan Agrawal	Kusum Singhal	
<b>1. Independent Directors</b>					
Fee for attending board/committee Meetings	6500	6500	6500	-	19,500
Commission	Nil	Nil	Nil	Nil	Nil
Others, please specify	Nil	Nil	Nil	Nil	Nil
<b>Total (1)</b>	<b>6500</b>	<b>6500</b>	<b>6500</b>	<b>Nil</b>	<b>19,500</b>
<b>2. Other Non- Executive Directors</b>					
Fee for attending board/committee Meetings	6000	6500			12,500
Commission	Nil	Nil			Nil
Others, please specify	Nil	Nil			Nil
<b>Total (2)</b>	<b>6000</b>	<b>6500</b>			<b>12,500</b>
<b>Total B2= (1+2)</b>					<b>32,000</b>
<b>Total Managerial Remuneration (A+B)</b>					<b>1,92,000</b>
Over All Ceiling as per the Act being 1% of the Net Profits of the Company calculated as per Section 198 of the Company Act, 2013).					<b>35,25,048</b>

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WD**

S. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount (In Lacs)
		CEO	Company Secretary	CFO	
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	-	1.95	-	1.95
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as% of profit - Others specify....	-	-	-	-
5.	Others, please specify	-	-	-	-
	<b>Total</b>	<b>0</b>	<b>1.95</b>		<b>1.95</b>



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

Types	Section of the Companies Act	Brief Description	Details of Penalty/Punishment /Compounding fees imposed	Authority (RD/NCLT/C OURT)	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICER IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

By Order of the Board of Directors  
For Anna Infrastructures Limited

Agra, August 13, 2015

**(Ashok Kumar Mittal)**

Chairman

DIN: 00320504



## ANNEXURE IV

### SECRETARIAL AUDIT REPORT

(Form No. MR-3)

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,  
Members,  
Anna Infrastructures Limited

Dear Sir,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by ANNA INFRASTRUCTURES 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 Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended 31st March, 2015, 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 maintained by Anna Infrastructures Limited ("the Company") as for the financial year ended on 31<sup>st</sup> March, 2015, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment;
- (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; **not applicable to the company during this audit period.**
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **not applicable to the company during this audit period.**
  - e. *The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; not applicable to the company during this audit period.*
  - f. The Securities and Exchange Board of India (Registrars to a 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; **not applicable to the company during this audit period.**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **not applicable to the company during this audit period.**

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 1956; **(not notified hence not applicable to the Company during the audit period)** and
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s);

During the financial year under report, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year 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.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

**For Satyendra Sharma & Associates.  
Company Secretaries**

**Satyendra Sharma**  
Prop.  
C.P. No. 4842

**Place: Agra  
Date: 24<sup>th</sup> June, 2015**





# MANAGEMENT DISCUSSION AND ANALYSIS REPORT

## Economic Review

### Global economy

Global growth in 2014 was lower than initially expected, continuing a pattern of disappointing outturns over the past several years. At the same time, demand for oil has weakened due to the slowdown in China and the persistent sluggishness of the Eurozone and Japan.

Several major forces are driving the global outlook:

soft commodity prices; persistently low interest rates but increasingly divergent monetary policies across major economies; and weak world trade. In particular, the sharp decline in oil prices since mid-2014 will support global activity and help offset some of the headwinds to growth in oil-importing developing economies like India. However, it will dampen growth prospects for oil-exporting countries, with significant regional repercussions

### Indian economy

The overall economic situation in the country is looking better and the basic parameters of the Indian economy are moving in the right direction. According to the Indian Finance Ministry, the annual growth rate of the Indian economy is projected to have increased to 7.4% in 2014-15 as compared with 6.9% in the fiscal year 2013-14.

Indian inflation has moderated sharply as global oil prices have slumped since last year. Further, with inflation being at a record low, the Reserve Bank of India has reduced repo rate by 50 basis points in Q4 of 2014-15. This will result in the reduction in interest rates, which will further boost the overall Indian economy.

### Industry review

The Indian real estate sector has witnessed high growth in recent times with the rise in demand for office as well as residential spaces. According to data released by Department of Industrial Policy and Promotion (DIPP), the construction development sector in India has received foreign direct investment (FDI) equity inflows to the tune of US\$ 24,012.87 million in the period April 2000-December 2014.

The government has taken several initiatives to encourage the development in the sector, the key ones being:



- Relaxation in the norms to allow foreign direct investment (FDI) in the construction development sector. This move is expected to boost affordable housing projects and smart cities across the country.
- The Government of Maharashtra has announced a series of measures to bring transparency and increase the ease of doing business in the real estate sector.
- Clearance of model real estate bill by the Union Cabinet.
- The Securities and Exchange Board of India (SEBI) has notified final regulations that will govern real estate investment trusts (REITs) and infrastructure investment trusts (InvITs). This move will enable easier access to funds for developers and create a new investment avenue for institutions and high net worth individuals, and eventually ordinary investors. Tax efficiency can be critical to the success of REITs. While the basic framework for one-level taxation has been laid down by the Finance (No. 2) Act, 2014 and supplemented by the Finance Bill, 2015, certain challenges persist in structuring a REIT.

Real estate contributed about 6.3% to India's gross domestic product (GDP) in 2013. The market size of the sector is expected to increase at a compound annual growth rate (CAGR) of 11.2% during FY 2008-2020 to touch US\$ 180 billion by 2020.

## Opportunities and challenges

### Opportunities

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your Company's well-accepted brand, contemporary architecture, well-designed projects in strategic locations, strong balance sheet, and stable financial performance even in testing times make it a preferred choice for customers and shareholders. Your company is ideally placed to further strengthen its development potential by acquiring new land parcels.

### Challenges

While the management of your Company is confident of creating and exploiting the opportunities, it also finds the following challenges:

- Unanticipated delays in project approvals
- Availability of accomplished and trained labor force
- Increased cost of manpower
- Rising cost of construction
- Growth in auxiliary infrastructure facilities
- Over-regulated environment

## Company strengths

Your Company continues to capitalize on the market opportunities by leveraging its key strengths. These include:

1. **Brand Reputation:** Enjoys higher recall and influences the buying decision of the customer. Strong customer connects further results in higher premium realizations.
2. **Execution:** Possesses a successful track record of quality execution of projects with contemporary architecture.
3. **Strong cash flows:** Has built a business model that ensures continuous cash flows from their investment and development properties ensuring a steady cash flow even during the adverse business cycles.
4. **Significant leveraging opportunity:** Follows conservative debt practice coupled with enough cash balance which provides a significant leveraging opportunity for further expansions.
5. **Outsourcing:** Operates an outsourcing model of appointing globally renowned architects/contractors that allows scalability and emphasizes contemporary design and quality construction – a key factor of success.



6. **Transparency:** Follows a strong culture of corporate governance and ensures transparency and a high level of business ethics.
7. **Highly qualified execution team:** Employs experienced, capable and highly qualified design and project management teams who oversee and execute all aspects of project development.

## Marketing

The Company is setting up a good marketing team to enter to increased turnover.

## Business Overview

The Sales during the year 2014-15 are lower at 1.38 Cr as compared to 1.72 Cr in the previous year on account of economic recession resulting in award of lesser number of The Company is setting up a good marketing team to enter to increased turnover.

## SWOT

Our strength is our determination and team work, weakness is the low equity base, opportunities are multiples and threats are the vibrations in the economy and government policies.

*The financial highlights are as under: -*

	<i>(In Lacs)</i>
Sales for the year 2014-2015	138.68
Provision for taxation	13.55
Profit after tax	21.69
Paid up equity share capital as on 31st March,2015	380.00

## Financing costs

The acquisition of land and development rights needs substantial capital outflow. Inadequate funding resources and high interest costs may impact regular business and operations. Your Company has always tried to build sufficient reserves resulting out of operating cash flows to take advantage of any land acquisition or development opportunity.

## Risks and Concerns

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimise its expenses through detailed studies and interaction with experts.

## Cautionary Statement

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.

\*\*\*\*\*



# CORPORATE GOVERNANCE

Your Company firmly believes that maintaining the highest standards of Corporate Governance is the implicit rule that determines a management's ability to make sound decisions and to perform efficiently and ethically in the best interest of its shareholders and other stakeholders to create value for all.

The philosophy of Corporate Governance is a principle based approach as codified in Clause 49(I) of the Listing Agreement, encompassing the fundamentals of rights and roles of various stakeholders of the Company, disclosure, transparency and board responsibility.

Your Company is in compliance with the requirements of Clause 49 on Corporate Governance as they stood during the relevant period of FY 2014-15. All clauses/ references in this section on corporate governance refer to the Clause 49 of Listing Agreement as it stands as on March 31, 2015.

A report on the matters mentioned in the said clause and the practices / procedures followed by your Company for the year ended March 31, 2015 is detailed below:

## **1. Composition/Category of Directors/Attendance at Meetings/Directorships and Committee Memberships in other companies as on March 31, 2015**

Your Company has the combination of Executive and Non-Executive Directors in conformity with Clause 49 of the Listing Agreement.

The Company's Board consists of Seven Directors having considerable professional experience in their respective fields. Out of them four are Independent Directors (including woman director), two are Non-Executive Directors (including Chairman), and one Executive Whole Time Director of the Company.

As per the declarations received by the Company from each of the Directors, none of them are disqualified under Section 164(2) of the Companies Act, 2013.

The Independent Directors of the Company are in compliance with the provisions of Clause 49(II)(B)(2). Further, disclosures have been made by the Directors regarding their Chairmanships/ Memberships of the mandatory Committees of the Board and that the same are within the maximum permissible limit as stipulated under Clause 49(II)(D)(2) of the Listing Agreement.



The composition of Board of Directors as on March 31, 2015 and other relevant details are as under:

Name	Category	Attendance			Directorships(A)/Mandatory committee(B) Memberships		
		No. of Board Meetings held during the year(1)	No. of Board Meetings Attended	Last AGM Attendance	Directorship in public companies (C) (D)	Membership of mandatory committees (C)#@	Chairmanships of mandatory committees (C)
Mr. Ashok Kumar Mittal (Chairman)	Non-Executive Director (Promoter)	13	11	Yes	-	1	-
Mr. Anil Kumar Agarwal (Whole Time Director)	Executive Director	13	12	Yes	-	2	-
Mr. Rakesh Kumar Mittal	Non Executive Director	13	13	Yes	-	-	-
Mr. Shambhu Dayal Agarwal	Non – Executive, Independent Director	13	11	Yes	-	2	1
Mr. Ramesh Chand Agarwal	Non – Executive, Independent Director (Promoter)	13	10	Yes	-	3	1
Mr. Madan Mohan Agarwal	Non – Executive, Independent Director	13	10	Yes	-	1	1
Mrs. Kusum Singhal (2)	Non – Executive, Independent Director	0 (3)	0	No	-	-	-

- (1) Excluding the separate meeting of independent directors, in which non independent directors were not eligible to participate.  
(2) appointed w.e.f. March 30, 2015.  
(3) no meeting were held since her appointment till March 31, 2015.  
(A) None of the Directors holds directorship in more than 10 Public Limited Companies.  
(B) No Director holds membership of more than 10 committees of Board nor is any Director is the Chairman of more than 5 Committees of Board.  
# excluding private limited Company, foreign Company and Section 8 Company.  
@ Includes Audit Committee, Nomination and Remuneration Committee & Stakeholder Relationship Committee.



Also, a separate meeting of Independent Directors was held on March 31, 2015, which was attended by the following Independent Directors:

1. Mr. Shambhu Dayal Agarwal
2. Mr. Ramesh Chand Agarwal
3. Mr. Madan Mohan Agrawal
4. Mrs. Kusum Singhal

Except for Mr. Anil Kumar Agarwal, Mr. Ramesh Chand Agarwal, Mr. Ashok Kumar Mittal and Mr. Rakesh Kumar Mittal, no other Directors are related to each other in terms of the definition of 'relative' given under Companies Act, 2013. Mr. Anil Kumar Agarwal and Mr. Ramesh Chand Agarwal are brothers and Mr. Ashok Kumar Mittal and Mr. Rakesh Kumar Mittal are brothers.

None of the Independent Directors has any pecuniary relationship, transaction or association with the Company, save and except professional services rendered by certain firms in which Independent Directors are partners, on an arms length basis.

## 2. No. of Board Meetings and dates of Board Meetings

The Board oversees the entire functioning of the Company and is involved in strategic decision making on a collective basis.

Agenda of the Board Meeting and Notes on Agenda are circulated to the Directors as far as possible well in advance of each Board Meeting. The board members discuss each agenda item freely in detail.

Thirteen Board Meetings were held during the Financial Year 2014-15:

- 31.05.2014
- 30.07.2014
- 27.09.2014
- 29.09.2014
- 1.10.2014
- 12.11.2014
- 15.11.2014
- 18.12.2014
- 27.12.2014
- 16.01.2015
- 12.02.2015
- 08.03.2015
- 30.03.2015

The separate meeting of Independent Directors was held on 31<sup>st</sup> March, 2015.

## 3. Annual General Meeting

The Annual General Meeting for the year ended 31st March, 2014 was held on 27 September, 2014. All the Directors had attended the meeting.

## COMMITTEES

As mandated by Clause 49 of the Listing Agreement, the Company has constituted an Audit Committee, a Nomination and Remuneration Committee, a Stakeholders' Relationship Committee. The functioning of each of these Committees is regulated by the specific terms of reference, roles and responsibilities and powers detailed in their respective Charters.



The Company Secretary of the Company acts as the Secretary to these Committees.

The Minutes of the meetings of all these Committees are placed before the Board for discussions / noting. None of the Directors is a member of more than ten committees or Chairman of more than five committees across all companies in which they are Directors. Declarations regarding committee memberships / chairmanships, in other public companies, as on 31st March, 2015 have been received from the Directors.

## Audit Committee

The Audit Committee at the Board level of your Company acts as a link between the Independent Auditors, Internal Auditors, the Management and the Board of Directors and oversees the financial reporting process.

In general the Audit Committee reviews the Audit and internal control procedures, accounting policies and the Company's financial reporting process and ensures that the financial statements are correct, sufficient and credible and exercises the powers as recommended from time to time by SEBI, Stock Exchanges and/or under the Companies Act, 2013. Further your Audit Committee also reviews the following information mandatorily:

1. Management discussion and analysis of financial conditions and results of operations;
2. Statement of significant related party transactions submitted by the management;
3. Management letters/letters of internal control weaknesses if any issued by the statutory auditors;
4. Internal Audit report relating to internal control weaknesses, if any and implementation of action points arising there from and
5. The appointment, removal and terms of remuneration of the Internal Auditors;
6. Quarterly and annual financial statements and
7. Risk assessment and minimization procedures.

### Composition of Audit Committee

The Committee comprises three qualified and Independent Directors. The composition of the Committee is in accordance with Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, as given below:

NAME	CATEGORY	DESIGNATION
Mr. Madan Mohan Agrawal	Chairman	Independent Director
Mr. Ramesh Chand Agarwal	Member	Independent Director
Mr. Shambhu Dayal Agarwal	Member	Independent Director

### Meetings and attendance

During the financial year 2014-15, the Committee met five times i.e. on 31<sup>st</sup> May, 2014, 30<sup>th</sup> July, 2014, 30<sup>th</sup> October, 2014, 24<sup>th</sup> December, 2014 and 12<sup>th</sup> February, 2015. The gap between any two meetings did not exceed 120 days.

All the members attended all the meetings of the Committee other than Mr. Ramesh Chand Agarwal, who attended three meetings and Mr. Shambhu Dayal Agarwal who attended four meetings.

The Chairman of the Committee was present at the Annual General Meeting held on 27<sup>th</sup> September, 2014.



## Nomination and Remuneration Committee

Section 178(1) of the Companies Act, 2013 requires every listed company to constitute a 'Nomination and Remuneration Committee'. Accordingly, during the year under review, the name of 'Remuneration Committee' was changed to 'Nomination and Remuneration Committee'.

### Terms of reference in brief

1. To formulate the criteria for determining the qualifications, positive attributes and independence of Directors and recommend to the Board their a policy related to appointment;
2. To review and approve the Executive Directors' remuneration on behalf of the Board, subject to the approval of the Shareholders, as follows:
  - (a) Elements of the remuneration package that is salary, perquisites, retirement benefits, separation compensation and the structure of the remuneration package viz. the proportion of fixed and variable component;
  - (b) Changes in the remuneration package, terms of appointment, notice period, severance fees, recruitment, retention and termination policies and procedures;
  - (c) Key performance indicators, the actual performance vis-à-vis the key performance indicators and amount of the annual performance linked incentive;
3. To recommend to the Board a policy, relating to the remuneration of the Executive Directors, Key Managerial personnel and other employees;
4. To devise a policy on Board diversity;
5. To formulate the criteria for evaluation of Independent Directors and the Board.

### Composition

The Nomination and Remuneration Committee consists of two Independent Directors and one executive Director as follows:

NAME	CATEGORY	DESIGNATION
Mr. Shambhu Dayal Agarwal	Chairman	Independent Director
Mr. Ramesh Chand Agarwal	Member	Independent Director
Mr. Anil Kumar Agarwal	Member	Executive, Whole Time Director

### Meetings and attendance

During the financial year 2014-15, the Nomination and Remuneration Committee met one times i.e. on 19<sup>th</sup> December, 2014 where all the members were present.

### Remuneration Policy for Board Members, Key Managerial Personnel and other Employees

#### A. Objective

Nomination and Remuneration Committee of the Board, shall recommend this Policy to the Board, relating to the remuneration of the Directors, Key Managerial Personnel and other employees. The objective of this policy is to ensure that:

1. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors,





2. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
3. Remuneration to Directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

#### **B. Remuneration to Executive Directors**

The Remuneration to be paid to Executive Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under. The same shall be determined by the Committee and recommended to Board for approval.

1. Remuneration structure of the Executive Directors shall include following components:
  - a. Fixed Pay
  - b. Perquisites and allowances
  - c. Commission
  - d. Stock options
2. The Committee may recommend an increase in existing remuneration structure to the Board, within the limits as approved by shareholders.
3. Minimum Remuneration: If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Executive Directors in accordance with the provisions of Schedule V of the Act.

#### **C. Remuneration to Non-Executive/Independent Directors**

The Remuneration to be paid to Non-Executive/Independent Directors shall be governed as per provisions of the Companies Act, 2013 and Rules made there under. The same shall be determined by the Committee and recommended to Board for approval.

1. **Commission-based payment**

Non-Executive / Independent Directors of the Company may be paid an amount not exceeding one percent of the net profits of the Company in terms of provisions of the Companies Act, 2013 and Rules made thereunder as amended from time to time, and as approved by the shareholders.
2. **Sitting fee**

Non-Executive / Independent Directors of the Company shall be paid a sitting fee for attending the Board as well as the Committee meetings as per the Companies Act, 2013 and Rules made thereunder as amended from time to time.
3. **Employee Stock Options (ESOP)**

An Independent Director shall not be entitled to any stock option of the Company.
4. **Pension**

The Board of Directors of the Company are not covered by any pension scheme or any defined benefit pension scheme.
5. **Reimbursement of expenses**

The Company shall reimburse the Directors all traveling, hotel, and other incidental expenses properly and reasonably incurred by them in the performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company rules and policies.

**D. Remuneration of Key Managerial Personnel (KMP) and Senior Management Personnel**

Remuneration of KMP's (excluding the Managing Director and Executive Director, which is already covered above) and senior management personnel shall be reviewed /decided on an annual basis, or earlier if deemed necessary, by the Nomination and Remuneration Committee.

The Remuneration shall consist of the following components:

- Fixed remuneration
- Variable pay
- Incentives if any
- Employee Stock Options (ESOP)
- Reimbursement of expenses

**Policy Review**

This Policy is purely at the discretion of the Nomination and Remuneration Committee and it reserves its right to recommend modifications in this Policy to the Board, as per applicable laws and regulations, at any time without assigning any reason whatsoever.

**Directors' Tenure and Remuneration**

Mr. Ramesh Chand Agarwal, Mr. Shambhu Agarwal and Mr. Madan Mohan Agrawal have been appointed as Independent Directors for a term of five years effective September 27, 2014. The Independent Directors are paid sitting fees for attending meetings of Board/Board Committees.

The details of the remuneration/ compensation of the Executive and Non-Executive Directors for the year ended March 31, 2015 is as follows:

(In Rs)

Name	Salary	Allowance	Sitting Fees	Commission
<b>Executive Director</b>				
Mr. Anil Kumar Agarwal	1,60,000	-	-	-
<b>Non Executive Director</b>				
Mr. Ramesh Chand Agarwal	-	-	6500	-
Mr. Shambhu Dayal Agarwal	-	-	6500	-
Mr. Madan Mohan Agarwal	-	-	6500	-
Mrs. Kusum Singhal	-	-	-	-
Mr. Rakesh Kumar Mittal	-	-	6500	-
Mr. Ashok Kumar Mittal	-	-	6000	-

- The Company does not have a scheme for stock options either for the Directors or the employees.
- The aforesaid sitting fees are within the limits prescribed under the Companies Act, 2013.

**Shareholding of Directors in the Company as on March 31, 2015**

Name	Number of Equity Shares	% of total paid up share capital
Mr. Ashok Kumar Mittal	3,95,910	10.42
Mr. Rakesh Kumar Mittal	4,81,900	12.68
Mr. Anil Kumar Agarwal	52,600	1.38
Mr. Ramesh Chand Agarwal	71,510	1.88



## Stakeholders' Relationship Committee

Section 178(5) of the Companies Act, 2013 requires every listed company to constitute a 'Stakeholders Relationship Committee'. Accordingly, during the year under review, the name of the Shareholders'/ Investors' Grievance Committee was changed to 'Stakeholders Relationship Committee'.

The Committee has been constituted to specifically look into the matter of the redressed of stakeholders', security holders' and investors' complaints and grievances, including but not limited to transfer/transmission of shares, non-receipt of dividends, non-receipt of Annual Report and any other grievance that a shareholder or investor may have against the Company.

### Composition

The Stakeholder Relationship Committee consists of following members as under:

NAME	DESIGNATION	CATEGORY
Mr. Ramesh Chand Agarwal	Chairman	Independent Director
Mr. Ashok Kumar Mittal	Member	Non-Executive Director
Mr. Anil Kumar Agarwal	Member	Executive Director

### Name and designation of Compliance Officer

Miss. Kanchan Agarwal, the Company Secretary, is the Compliance Officer under the Listing Agreement as required under Clause 47 of the Listing Agreement.

### Meetings and attendance

During the year under review, the Stakeholders' Relationship Committee met four times i.e. on 15th April, 2014, 30<sup>th</sup> July, 2014, 16<sup>th</sup> October, 2014 and 12<sup>th</sup> February, 2015, where all the members were present except Mr. Ashok Kumar Mittal and Mr. Anil Kumar Agarwal who were present in 3 meeting.

### Investor complaints

The details of shareholders' complaints received and disposed of during the year under review are as under:

Nature of Investor Complaints	
- pending at the beginning of the financial Year	NIL
- received during the financial year	NIL
-disposed off during the financial year	NIL
- pending at the end of the financial year	NIL

The Company has a dedicated email ID [annainfra@gmail.com](mailto:annainfra@gmail.com) to which investors can send their grievances. Ms. Kanchan Agarwal, Company Secretary, is designated as the Investor Relations Officer who may be contacted at the Registered Office of the Company or on Telephone : +91562 2527004.

Pursuant to Clause 49 of the Listing Agreement, the details of Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting are provided in the Notice convening the Annual General Meeting.



## Company's means of communication

### General Body Meetings

Location and time of the last three Annual General Meetings (AGM) of the Company

Date of AGM	Time	Venue	Special Resolution passed, if any
27 <sup>th</sup> September, 2014	11:00 AM	Bsement of Maharaja Banquets, Vikas Marg, Opp. V3S Mall (Near Radhu Cinema), Delhi-110092	None
21 <sup>st</sup> September, 2013	11:30 AM	16-B/9, Dev Nagar, D.B. Gupta Road, Karolbagh, New Delhi-110005	None
22 <sup>nd</sup> September, 2012	11:30 AM	16-B/9, Dev Nagar, D.B. Gupta Road, Karolbagh, New Delhi-110005	None

#### Detail of Attendance at the AGM held for FY 13-14

AGM Date:	Mr. Ashok Kumar Mittal	Mr. Anil Kumar Agarwal	Mr. Rakesh Kumar Mittal	Mr. Shambhu Dayal Agarwal	Mr. Madan Mohan Agrawal	Mr. Ramesh Chand Agarwal
27 <sup>th</sup> September, 2014	√	√	√	√	√	√

### Special Resolutions Passed Through Postal Ballot

#### Procedure for Postal Ballot

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company provides electronic voting facility to all its members, to enable them to cast their votes electronically. The Company engaged the service of Beetal Financial & Computer Services Pvt. Ltd. for the purpose of providing e-voting facility to all its members. The members have the option to vote either by physical ballot or e-voting.

The Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose name appear on the register of members / list of beneficiaries as on a cut-off date. The postal ballot notice is sent to members in electronic form to the email addresses registered with the depository participants (in case of electronic shareholding)/ the Company's registrar and share transfer agents (in case of physical shareholding). The Company also publishes a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Act and applicable Rules.

Voting rights are reckoned on the paid-up value of the shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms are requested to



return the forms duly completed and signed, to the scrutinizer on or before the close of voting period. Members desiring to exercise their votes by electronic mode are requested to vote before close of business hours on the last date of e-voting.

The scrutinizer submits his report to the Chairman, after the completion of scrutiny, and the consolidated results of the voting by postal ballot are then announced by the Chairman/ authorized officer. The results are also displayed on the website of the Company, [www.annainfra.com](http://www.annainfra.com), besides being communicated to the stock exchanges, depository and registrar and share transfer agent.

The date of declaration of the results by the Company is deemed to be the date of passing of the resolutions.

#### Postal Ballot during the financial year 2014-15

During the year, the Company conducted 1 postal ballot and passed following Resolutions by postal ballot:

Resolution	Votes cast in favor		Votes cast against		Date of Declaration of Result
	No. of votes	%	No. of votes	%	
Shifting of Registered office from the State of Delhi to the State of Uttar Pradesh	21,51,569	99.9	1600	0.09	18 <sup>th</sup> December, 2014

*Note: - The above resolutions were passed by the requisite majority*

The Company successfully completed the process of obtaining approval of its shareholders for the above resolution on the items detailed above, vide postal ballot.

Mr. Aditya Narayan Srivastava, Advocate was appointed as the scrutinizer for carrying out the above postal ballot process in a fair and transparent manner.

#### Proposed Postal Ballot in financial year 2015-16

The Company will proposed the Postal Ballot for passing the special resolution under Section 186 and 180(1)(c) of the Companies Act, 2013, proposing shareholder confirmation to make loans or investments and to give guarantee or provide security and increase in borrowing power of the company.

Procedure of proposed postal ballot is similar as stated above.

### Disclosures

**1. Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:**

All transactions with related parties were in the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company.



The details of related party transactions are disclosed in Note No. 27 attached to and forming part of the accounts.

- 2. Details of non-compliance by the company, penalties, structures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years.** None

- 3. Compliance with Accounting Standards**

In the preparation of financial statements there is no deviation from the prescribed Accounting Standards.

- 4. Compliance Certificate from the auditors**

Certificate from the auditors of the company confirming compliance with the mandatory requirements under clause 49 of the listing agreement is annexed to this report. This certificate has also been forwarded to the Stock Exchanges where the shares of company are listed.

- 5. Adoption of non mandatory requirements under clause 49 and as applicable under Companies Act, 2013**

The company complies with the following non-mandatory requirements under clause 49 with reference to Companies Act, 2013 relating to Audit Committee.

**(a) Nomination and Remuneration Committee**

The Board has constituted a remuneration committee consisting of three directors including 2 non executive directors and 1 executive director, the chairman of the committee being an independent director. The nomination and remuneration committee recommends/reviews remuneration of the Directors.

**(b) Whistle blower policy**

The company has put in place a mechanism of reporting illegal or unethical behavior. Employees are free to report violations of laws, rules, regulations or unethical conduct to their immediate supervisor/notified persons.

The reports received from any employee will be reviewed by the committee. It is affirmed that no person has been denied access to the audit committee in this respect.

The Directors and senior management are to maintain confidentiality of such reporting and ensure that the whistle blowers are not subjected to any discriminatory practice.

**(c) Risk Management**

Your Company has a comprehensive risk management policy. Your Company has laid down procedures to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls the risks through properly defined framework.

The Audit Committee, has been designated by the Board for reviewing the adequacy of the risk management framework of the Company, the key risks associated with the businesses of the Company and the measures are taken in place to minimize the same and thereafter the details are presented to and discussed at the Board meeting.



#### 6. WTD/CFO Certification

The Whole Time Director and the Chief Financial Officer of the Company have certified to the Board with regard to the financial statements and other matters as required by Clause 49 of the Listing Agreement. The Certificate forms a part of this Annual Report.

#### 7. Code of Conduct for Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading as well as a Code of Corporate Disclosure Practices (Code), as prescribed by the SEBI Regulations in this regard. The Compliance Officer is responsible for monitoring adherence to the rules for the preservation of Unpublished Price Sensitive Information, pre-clearance of trades, monitoring of trades and implementation of the Code for trading in Company's securities, under the overall supervision of the Board. All Directors and employees who could be privy to the Unpublished Price Sensitive Information of the Company, are governed by this Code.

Ms. Kanchan Agarwal, Company Secretary, has been appointed as the Compliance Officer for the purpose of this Code.

#### 8. Code of Conduct

The Board is responsible for ensuring that rules are in place to avoid conflicts of interest by members of the Board. The Company has adopted a Code of Conduct for members of the Board and senior management personnel as required under Clause 49 of the Listing agreement. The Code is posted on the Company's website [www.annainfra.com](http://www.annainfra.com). All the members of the Board and Senior Management personnel have affirmed their compliance with the Code. A declaration to this effect, signed by the Whole Time Director, forms a part of this Annual Report.

### MEANS OF COMMUNICATION

- a) **Newspapers:** The Company generally publishes the statement of financial results (quarterly / half yearly / annual) in prominent English & Hindi newspapers likes The Financial Express and Rashtriya Sahara/ The Pioneer and Hindustan.
- b) **Stock exchanges:** As per the Listing Agreement all periodical information, including the statutory filings and disclosures, are sent to BSE.  
The filings required to be made under the listing agreement; including the Shareholding pattern and Corporate Governance Report for each quarter are also filed on BSE Listing Centre.
- c) **Website:** Your Company maintains a website [www.annainfra.com](http://www.annainfra.com), wherein there is a dedicated section 'Investor Corner'. The website provides details, *inter alia*, about the Company financial results.
- d) A detailed report on Managerial Discussion and Analysis is enclosed herewith as part of Annual Report.



## GENERAL SHAREHOLDER INFORMATION

### Annual General Meeting Information

Day and Date	Friday, 25 <sup>th</sup> September, 2015
Time	12:00 PM
Venue	Hotel Nuova, Block S-23, Sanjay Place, Agra-282005
Book Closure	Monday, 21 <sup>st</sup> September, 2015 to Friday, 25 <sup>th</sup> September, 2015 (both day inclusive)
Dividend and Payment date	Not Applicable

**Financial year of the Company:** 1st April to 31st March each year

### Stock Exchange Information

- The Company's shares are listed on BSE Limited (Bombay Stock Exchange), having nation-wide trading terminals under Stock Code 530799
- ISIN Number INE336D01014
- The Listing Fee for the financial year 2015-16 has been paid to Stock Exchange.
- The custodian fees is payable to each of the depositories based on the number of folios as on March 31, 2015 and paid on receipt of invoices.

### Market Price Data

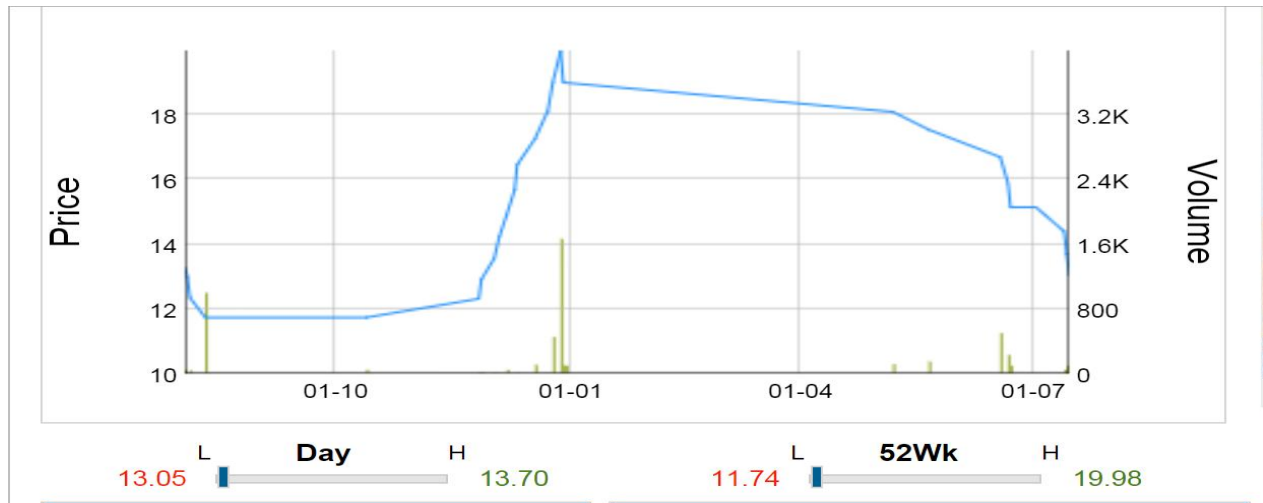
The market price data and the volume of your Company's shares traded on BSE during the year ended March 31, 2015 are as follows:

Month	Total No. of share dealt during the month	BSE	
		High	Low
April-2014	3	12.70	12.70
May-2014	41	13.32	13.32
June-2014	30	13.97	13.97
July-2014	1	13.97	13.97
August-2014	1100	13.28	11.74
September-2014	-	-	-
October-2014	50	11.74	11.74
November-2014	30	12.92	12.32
December-2014	2502	19.98	13.56
Januray-2015	-	-	-
February-2015	-	-	-
March-2015	-	-	-





### Performance of share price in comparison with the BSE indices



### Share Transfer Information

Registrar and Share Transfer Agent:  
BEETAL Financial & Computer Services Pvt Ltd.  
BEETAL HOUSE, 3rd Floor,  
99, Madangir, behind LSC, New Delhi – 110062

Telephone Numbers:  
+91 11-29961281/282/283

Fax Number:  
011-29961284

Email:  
[beetalrta@gmail.com](mailto:beetalrta@gmail.com)

Website:  
<http://www.beetalfinancial.com/>

### Share Transfer System

The Company's shares are currently traded in dematerialized form; transfers are processed and approved in the electronic form by NSDL/CDSL through their Depository Participants.

The Stakeholders Relationship Committee is authorized to approve transfer of shares, which are received in physical form, and the said Committee approves transfer of shares as and when required.

The Company obtains from a Company Secretary in practice, a half-yearly certificate of compliance with the share transfer formalities as required under Clause 47 (c) of the Listing Agreement and files a copy of the certificate with the Stock Exchanges.

### Dematerialization of Shares

The Equity shares of the Company are under compulsory dematerialization ("Demat") category and can be traded only in electronic form. The Company has dematerialized 22,60,814 shares (59.495 % of the paid up share capital) as at March 31, 2015.

The procedure for converting the shares in dematerialized mode is as under:

- Share certificate(s) along with Demat Requisition Form (DRF) is to be submitted by the shareholder to his Depository Participant (DP)



- DP processes the DRF and generates a unique number viz. DRN.
- DP forwards the DRF and share certificates to the Company's Registrar & Shares Transfer Agent.
- The Company's Registrar & Shares Transfer Agent after processing the DRF confirm or reject the request to the Depositories.
- Upon confirmation, the Depository gives the credit to shareholder in his/her depository account maintained with DP.

The details of shares held in dematerialized and physical form as on 31st March, 2015 are as follows:

Particulars of Equity Shares	Equity Shares of Rs. 10 each	
	Number	Percentage
<b>Dematerialized form</b>		
NSDL	22,07,932	58.103
CDSL	52,882	1.392
<b>Sub-total</b>	<b>22,60,814</b>	<b>59.495</b>
<b>Physical Form</b>	15,39,186	40.505
<b>Total</b>	<b>38,00,000</b>	<b>100</b>

#### Shareholding Pattern as on 31<sup>st</sup> March, 2015

Category	Number of shareholders	Number of Shares held	Percentage of Shareholding
<i>Promoter and Promoter Group</i>	51	23,98,138	63.11
<b>Public Share holding</b>			
<i>Bodies Corporate</i>	21	3,47,650	9.15
<i>Individual</i>	854	10,48,392	27.59
<i>NRI/HUF</i>	8	5,820	0.15
<b>Total</b>	934	38,00,000	100

#### Distribution of Shareholding as on 31<sup>st</sup> March, 2015

Number of Shares	Number of Shareholders	Percentage	Number of Shares	Percentage
Up to 5000	657	70.34	118889	3.1287
5001 to 10000	50	5.35	41039	1.0800
10001 to 20000	60	6.42	88381	2.3258
20001 to 30000	39	4.18	103949	2.7355
30001 to 40000	13	1.39	49074	1.2914
40001 to 50000	25	2.68	15100	3.0289
50001 to 100000	39	4.18	310920	8.1821
100000 to Above	50	5.37	2972648	78.227
<b>Total</b>	<b>934</b>	<b>100.00</b>	<b>38,00,000</b>	<b>100.00</b>

#### Outstanding GDRS / ADRS / Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity Capital of the Company

The Company has not issued any GDRs / ADRs / Warrants.



## DETAILS OF COMPLIANCE WITH MANDATORY AND NON-MANDATORY REQUIREMENTS OF CLAUSE 49 OF THE LISTING AGREEMENT

All the mandatory requirements of Clause 49 of the Listing Agreement have been complied with. Following is the status of compliance with non-mandatory requirements:

**1. The Board**

The Non-executive Chairman has been provided a Chairman's office.

**2. Shareholder Rights**

Though the half yearly results are not sent to the Shareholders individually, all the results are promptly uploaded on the Company's website [www.annainfra.com](http://www.annainfra.com).

**3. Audit qualifications**

The audit report is unqualified.

**4. Separate posts of Chairman and CEO**

The Chairman is a Non-executive Director and his position is separate from that of the Managing Director.

**5. Reporting of Internal Auditor**

The Internal auditor reports directly to the Audit Committee.

By Order of the Board of Directors  
For Anna Infrastructures Limited

Agra, August 13, 2015

(Ashok Kumar Mittal)

Chairman

DIN: 00320504



**ANNEXURE-A**

**DECLARATION BY WHOLE TIME DIRECTOR  
AS REQUIRED UNDER CLAUSE 49 II (E)(2) OF THE LISTING AGREEMENT**

I, Anil Kumar Agarwal, Whole Time Director of Anna Infrastructures Limited (“the Company”) confirm that the Company has adopted a Code of Conduct (“Code”) for its Board Members and senior management personnel and the Code is available on the Company’s Website.

I, further confirm that the Company has in respect of the financial year ended March 31, 2014, received from its Board members as well as senior management personnel affirmation as to compliance with the Code of Conduct.

**For Anna Infrastructures Limited**

**Anil Kumar Agarwal**  
*(Whole Time Director)*

*Place: Agra*  
*Date: 13<sup>th</sup> August, 2015*



**ANNEXURE-B**

**CERTIFICATION BY WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER  
(AS REQUIRED UNDER CLAUSE 49 IX OF THE LSITING AGREEMENT)**

We, Anil Kumar Agarwal, Whole Time Director, and Ashok Kumar Mittal, Chairman of the Company, hereby certify to the Board of Directors that:

1. We have reviewed financial statements and the cash flow statement for the year ended as on 31st March, 2015 and that to the best of our knowledge and belief :
  - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (b) 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.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or in violation of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that 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 we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee that:
  - (a) there are no significant changes in internal control over financial reporting during the year;
  - (b) there are no significant changes in accounting policies carried out during the year; and
  - (c) there were no instances of significant fraud of which we have become aware and there are no instances of involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**For Anna Infrastructures Limited**

**Anil Kumar Agarwal**  
**(Whole Time Director)**

**Ashok Kumar Mittal**  
**(Chairman)**

**Place: Agra**  
**Date: 13<sup>th</sup> August, 2015**



**ANNEXURE-C**

**CERTIFICATION BY AUDITOR  
(AS REQUIRED UNDER CLAUSE 49 XI OF THE LISTING AGREEMENT)**

**To  
The Members of Anna Infrastructures Limited**

We have examined the compliance with the conditions of Corporate Governance by Anna Infrastructures Limited (the 'Company') for the year ended 31 March 2015, as stipulated in Clause 49 of the Listing Agreements entered into by the Company with stock exchanges in India.

The compliance with the conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

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 Mehra Sanjay & Co.  
Chartered Accountants  
Firm Reg. No. 006381C**

**CA. Sanjay Mehra  
Partner  
Membership No. 075182**

**Place: Agra  
Date: 13<sup>th</sup> August, 2015**



# INDEPENDENT AUDITOR'S REPORT

**TO,  
THE MEMBERS OF ANNA INFRASTRUCTURES LIMITED**

## **Report on the Financial Statements**

We have audited the accompanying financial statements of **ANNA INFRASTRUCTURES LIMITED**, which comprise the Balance Sheet as at **31/03/2015**, the Statement of Profit and Loss, for the year ended, and a summary of the significant accounting policies and other explanatory information.

## **Management's Responsibility for the Financial Statements**

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

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.

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

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

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid



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 **31/03/2015**, and its **Profit** for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

1. 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.
2. As required by Section 143 (3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - (c) The Balance Sheet, the Statement of Profit and Loss, and dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - (e) On the basis of the written representations received from the directors as on taken on record by the Board of Directors, none of the directors is disqualified as from being appointed as a director in terms of Section 164 (2) of the Act.
  - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.
    - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**Sanjay Mehra**

LL.B., FCA, DISA (ICAI)

Partner

M. No. : 075182

For & on behalf of

Mehra Sanjay & Co

Chartered Accountants

F. R. No. : 006381C

**Place : Agra**

**Date : 30<sup>th</sup> May 2015**





## Reports under The Companies (Auditor's Report) Order, 2015 (CARO, 2015)

**CARO 2015 Report on the Financial Statement of Anna Infrastructures Limited for the year ended March 31, 2015.**

**1) In Respect of Fixed Assets**

- (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.

**(2) In Respect of Inventory**

- (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) Procedures for physical verification of inventory followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business. There is no inadequacies in such procedures that should be reported.
- (c) Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.

**(3) Loans and advances to parties covered under section 189**

The Company has not granted any Loan, secured or unsecured, to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

- (a) N.A.
- (b) N.A.

**(4) Internal Control in reference to Purchase of Inventory and Fixed Assets and whether there is continue failure of Internal control**

In our opinion and according to the information and explanations given to us there is adequate internal control system 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 and services. During the course of audit We have not observed continuing failure to correct major weaknesses in internal control system.

**(5) Rules followed while accepting Deposits**

No deposits within the meaning of Sections 73 to 76 or any other relevant provision of the Act and rules framed thereunder have been accepted by the Company.

**(6) Maintenance of cost records**

To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub-section (l) of section 148 of the Companies Act for the products of the company.

**(7) According to the information and explanations given to us in respect of statutory dues**

- (a) The company is regular in depositing the undisputed statutory dues including provident fund, employees 'state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess and any other statutory dues with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us no undisputed amounts payable in



respect of including provident fund, employees 'state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax or cess and any other statutory dues with the appropriate authorities and other undisputed statutory dues were outstanding at the year end, for a period of more than six months from the date they became payable.

- (c) According to the records of the Company, there are no amounts that are due to be transferred to the Investor Education and Protection Fund.

**(8) Company which has been registered for a period less than five years and accumulated losses are more than 50% of Net worth, Reporting of cash Losses**

The Company does not have accumulated losses at the end of the financial year. The Company has not incurred any cash losses during the financial year covered by the Audit and in the immediately preceding financial year.

**(9) Default in Repayment of Loans taken from Bank or Financial Institutions**

Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution or bank.

**(10) Terms for Loans and Advances from Banks or Financial Institutions prejudicial to the interest of the company**

According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.

**(11) Application versus purpose for which Loan Granted**

According to the information and explanations given to us, the terms loans were applied for the purpose for which they were obtained.

**(12) Reporting of Fraud During the Year Nature and Amount**

According to the information and explanation given to us, no fraud on or by the company has been noticed or reported during the year.

**Sanjay Mehra**

LL.B., FCA, DISA (ICAI)

Partner

M. No. : 075182

For & on behalf of

Mehra Sanjay & Co

Chartered Accountants

F. R. No. : 006381C

**Place : Agra**

**Date : 30<sup>th</sup> May 2015**

**BALANCE SHEET** as at 31<sup>st</sup> March, 2015

(In Rs)

Particulars	Note No	As at 31 <sup>st</sup> March, 2015	As at 31 <sup>st</sup> March, 2014
<b>I. EQUITY AND LIABILITIES</b>			
<b>(1) Shareholder's Funds</b>			
(a) Share Capital	1	38,000,000	38,000,000
(b) Reserves and Surplus	2	40,639,439	39,374,081
(c) Money received against share warrants		NIL	NIL
<b>(2) Share application money pending allotment</b>		NIL	NIL
<b>(3) Non-Current Liabilities</b>			
(a) Long-term borrowings	3	NIL	181,310
(b) Deferred tax liabilities (Net)		NIL	NIL
(c) Other Long term liabilities		NIL	NIL
(d) Long term provisions		NIL	NIL
<b>(4) Current Liabilities</b>			
(a) Short-term borrowings		NIL	NIL
(b) Trade payables	4	2,911,477	11,240,664
(c) Other current liabilities		NIL	NIL
(d) Short-term provisions	5	1,407,364	1,166,560
<b>Total</b>		<b>82,958,280</b>	<b>89,962,615</b>
<b>II. ASSETS</b>			
<b>(1) Non-current assets</b>			
<i>(a) Fixed assets</i>			
(i) Tangible assets	6	2,358,401	3,835,812
(ii) Intangible assets		NIL	NIL
(iii) Capital work-in-progress		NIL	NIL
(iv) Intangible assets under development		NIL	NIL
(b) Non-current investments	7	500,000	1,500,000
(c) Deferred tax assets (net)	24	188,063	138,689
(d) Long term loans and advances		NIL	NIL
(e) Other non-current assets		NIL	NIL
<b>(2) Current assets</b>			
(a) Current investments	8	35,422	68,085
(b) Inventories	9	19,807,107	22,983,770
(c) Trade receivables	10	NIL	375,000
(d) Cash and cash equivalents	11	19,198,667	3,936,430
(e) Short-term loans and advances	12	40,102,008	56,258,082
(f) Other current assets	13	768,612	866,747
<b>Total</b>		<b>82,958,280</b>	<b>89,962,615</b>
<b>The notes referred to above form an integral part of the Balance sheet (1 to 32)</b>			

As per our report of even date

(Sanjay Mehra)  
Partner  
M. No. 075182  
For and on behalf of  
**Mehra Sanjay & Co**  
Firm Reg. No. : 006381C  
Chartered Accountants  
Place: Agra  
Date: 30.05.2015

Ashok Kumar Mittal  
Chairman

Rakesh Kumar Mittal  
Director

For and on behalf of Board

Anil Kumar Agarwal  
Whole Time Director

Kanchan Agarwal  
Company Secretary

**PROFIT AND LOSS ACCOUNT** for the year ended 31<sup>st</sup> March, 2015

(In Rs)

Particulars	Note No	For Year Ended 31 <sup>st</sup> March, 2015	For Year Ended 31 <sup>st</sup> March, 2014
I. Revenue from operations	14	13,868,489	17,231,477
II. Other Income	15	167,010	307,674
<b>III. Total Revenue (I +II)</b>		<b>14,035,499</b>	<b>17,539,151</b>
<i>IV. Expenses:</i>			
Cost of materials consumed	-	NIL	NIL
Purchase of Stock-in-Trade	9	2,111,837	5,193,374
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		3,176,663	4,333,826
Employee benefit expense	16	1,706,371	1,645,792
Financial costs	17	84,014	570,935
Depreciation and amortization expense	6	609,851	668,059
Other expenses	18	2,821,715	1,505,359
<b>Total Expenses</b>		<b>10,510,451</b>	<b>13,917,345</b>
V. Profit before exceptional and extraordinary items and tax	(III - IV)	3,525,048	3,621,806
VI. Exceptional Items		NIL	NIL
VII. Profit before extraordinary items and tax (V - VI)		3,525,048	3,621,806
VIII. Extraordinary Items		NIL	NIL
IX. Profit before tax (VII - VIII)		3,525,048	3,621,806
X. Tax expense:			
(1) Current tax		1,404,604	1,163,800
(2) Deferred tax		(49,374)	(44,663)
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	2,169,818	2,502,669
XII. Profit/(Loss) from discontinuing operations		NIL	NIL
XIII. Tax expense of discounting operations		NIL	NIL
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		NIL	NIL
XV. Profit/(Loss) for the period (XI + XIV)		2,169,818	2,502,669
XVI. Earning per equity share:			
(1) Basic	19	0.57	0.66
(2) Diluted	19	0.57	0.66
<b>The notes referred to above form an integral part of the Balance sheet (1 to 32)</b>			

As per our report of even date

**(Sanjay Mehra)**

Partner  
M. No. 075182  
For and on behalf of  
**Mehra Sanjay & Co**  
Firm Reg. No. : 006381C  
Chartered Accountants  
Place: Agra  
Date: 30.05.2015

**Ashok Kumar Mittal**  
Chairman

**Rakesh Kumar Mittal**  
Director

For and on behalf of Board

**Anil Kumar Agarwal**  
Whole Time Director

**Kanchan Agarwal**  
Company Secretary



# CASH FLOW STATEMENT

for the year ended 31<sup>st</sup> March, 2015

(Rs. in Lacs)

PARTICULARS	Year ended 31 <sup>st</sup> March 2015	Year ended 31 March 2014
<i>Cash flow from Operating activities</i>		
<b>Net Profit after Tax</b>	<b>21.70</b>	25.03
<b>Adjustments for :</b>		
Depreciation & Amortization	<b>6.10</b>	6.68
Provision for Current Tax	<b>14.05</b>	11.64
Loss on sale of Fixes Assets / Investments, Net	<b>7.83</b>	0.00
Interests Costs	<b>0.84</b>	5.71
Interest & Dividend Incomes	<b>(1.67)</b>	(3.08)
Deferred Taxes	<b>(0.49)</b>	(0.45)
<b>Operating cash flow before changes in working capital</b>	<b>48.36</b>	45.53
<b>Changes in Working Capital</b>		
(Increase) / decrease in Current Assets	<b>198.06</b>	21.68
Increase / (decrease) in Current Liabilities & Provisions	<b>(80.88)</b>	(54.72)
<b>Net changes in Working Capital</b>	<b>117.17</b>	(33.04)
Income Taxes Paid	<b>(14.05)</b>	(11.64)
<b>Net Cash generated / (used in) from Operating Activities (A)</b>	<b>151.48</b>	0.85
<i>Cash flow from Investing activities</i>		
Interest & Dividend Incomes received	<b>1.67</b>	3.08
Capital Expenditure	<b>(0.37)</b>	(13.79)
Sale of Fixed Assets / Investments	<b>2.50</b>	0.00
<b>Net Cash generated from Investing Activities (B)</b>	<b>3.80</b>	(10.72)
<i>Cash flow from Financing activities</i>		
Repayment of Secured Loans	<b>(1.82)</b>	(32.67)
Interest Paid	<b>(0.84)</b>	(5.71)
<b>Net Cash used in Financing Activities (C)</b>	<b>(2.66)</b>	(38.38)
<b>Net Increase in Cash and Bank Balances (A+B+C)</b>	<b>152.62</b>	(48.24)
<b>Cash and Bank balances at the beginning of the year</b>	<b>39.36</b>	87.61
<b>Cash and Bank balances at the end of the year</b>	<b>191.99</b>	39.36

For and on behalf of Board

**Ashok Kumar Mittal**      **Anil Kumar Agarwal**  
Chairman                      Whole Time Director

**Rakesh Kumar Mittal**      **Kanchan Agarwal**  
Director                        Company Secretary

## Book -Post

**To**

---

---

---

*If undelivered please returned to:*



**ANNA INFRASTRUCTURES LIMITED**

**Corporate and Registered Office:**

Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower,  
Sanjay Place, Agra- 282002, Uttar Pradesh

Telephone : 0562-2527004

Email : [annainfra@gmail.com](mailto:annainfra@gmail.com)