

22nd
Annual Report
2013-14

ANNA
INFRASTRUCTURES
LIMITED

BOARD OF DIRECTORS

| | | |
|---------------------------|---|---------------------------------|
| Mr. Ashok Mittal | : | Chairman |
| Mr. Rakesh Kumar Mittal | : | Director (Non Executive) |
| Mr. Anil Kumar Agarwal | : | Whole Time Director (Executive) |
| Mr. Ramesh Chand Agarwal | : | Independent Director |
| Mr. Shambhu Dayal Agarwal | : | Independent Director |
| Mr. Madan Gopal Agrawal | : | Independent Director |

BANKERS

ORIENTAL BANK OF COMMERCE
ICICI BANK

AUDITORS

M/s Mehra Sanjay & Co.,
Chartered Accountants

CORPORATE IDENTIFICATION NUMBER (CIN)

L65910DL1993PLC052061

LISTING OF EQUITY SHARES

Bombay Stock Exchange Limited

REGISTERED OFFICE

C-3, Amar Colony Market, Ground Floor,
Entry Back Side, Lajpat Nagar-IV,
New Delhi-110024

CORPORATE OFFICE

E-14/6, Shanta Tower, 1st Floor,
Sanjay Place, Agra-282002
Tel No. 0562-2527004

WEBSITE & E-MAIL

www.annainfra.com
annainfra@gmail.com

22ND ANNUAL GENERAL MEETING OF ANNA INFRASTRUCTURES LIMITED

27th September, 2014
 At 11:00 A.M.
 At Basement of Maharaja Banquets,
 Vikas Marg, Opp. V3S Mall (Near Radhu Cinema),
 Delhi-110092

REGISTRAR AND SHARE TRANSFER AGENT

Beetal Financial & Computer Services Private Limited
Beetal House, 99, Madangir,
New Delhi-110062
Tel No. : 011-29961281-84
Email : beetal@beetalfinancial.com

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As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 22nd Annual General Meeting of the Members of Anna Infrastructures Limited will be held on 27th Day of September, 2014 at 11:00 AM at Basement of Maharaja Banquets, Vikas Marg, Opp. V3S Mall (Near Radhu Cinema), Delhi-110092, to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Balance Sheet as on 31st March 2014, Profit and Loss Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rakesh Kumar Mittal (DIN 00320523), who retires by rotation and being eligible, offers himself for re-appointment.
3. To reappoint M/s Mehra Sanjay & Co., Chartered Accountants, the retiring Auditors and to fix their remuneration 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 provisions of section 139 of the Companies Act, 2013, M/s Mehra Sanjay & Co., Chartered Accountants, Agra (Firm Registration No 006381C) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company for a period of three years commencing from the conclusion of this Annual General Meeting to the conclusion of the twenty fourth Annual General Meeting, on such as may be fixed by the Board of Directors on the recommendation of Audit Committee.”

SPECIAL BUSINESS:

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramesh Chand Agrawal (DIN 00559731), who was appointed as a director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2014 up to March 31, 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Madan Mohan Agarwal (DIN 01102150), who was appointed as a director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2014 up to March 31, 2019.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shambhu Dayal Agarwal (DIN 02811635), who was appointed as a director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2014 up to March 31, 2019.”

Reg. Off :

C-3, Amar Colony Market, Ground Floor,
Entry Back Side, Lajpat Nagar-IV,
New Delhi-110024
CIN : L65910DL1993PLC052061

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

Sd/-
(Ashok Mittal)
Chariman

Place : Delhi

Date : 31st May, 2014

NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The instrument appointing the proxy(duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act , 2013 (corresponding to 173(2) of the Companies Act, 1956), in respect of the special business under Item No. 4 to 6 are an annexed hereto.
4. The Register of Members and Transfer Books of the Company will be closed from 26th Day of September, 2014, to 27th Day of September, 2014, both days inclusive.
5. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Beetal Financial & Computer Services Private Limited (Beetal) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Beetal.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Beetal for assistance in this regard.
8. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Beetal, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses 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 addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Beetal/Depositories.
12. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. The instructions for e-voting are as under:

In case of members receiving e-mail:

- (i) Log on to the e-voting website 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 and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|------------------------|--|
| PAN* | <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"> • 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. • 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. |
| DOB# | <p>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.</p> |
| Dividend Bank Details# | <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 Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to 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 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 9:00 AM ON 21st September, 2014 and ends at 5:00 PM on 23rd September, 2014. 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 14th August, 2014, 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 under help section or write an email to helpdesk.evoting@cdslindia.com.

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

Sd/-
(Ashok Mittal)
Chairman

Place : Delhi
Date : 31st May, 2014

EXPLANATORY STATEMENT
(pursuant to Section 102(2) of the Companies Act, 2013)

Item 4 to 6

In accordance with relevant provisions of the Companies Act, 2013, appointment and tenure of the Independent Directors have come into effect as per the said provisions the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In the transition to the Companies Act, 2013, which is effective 1st April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is consistent with the provisions of Companies Act, 2013. In effect, the transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed five years. With the above changes, the Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013.

Mr. Ramesh Chand Agarwal, Mr. Madan Mohan Agrawal, Mr. Shambhu Dayal Agarwal will retire by rotation at the ensuing AGM as per the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Ramesh Chand Agarwal, Mr. Madan Mohan Agrawal, Mr. Shambhu Dayal Agarwal, being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to Mr. Ramesh Chand Agarwal, Mr. Madan Mohan Agrawal, Mr. Shambhu Dayal Agarwal, as Independent Directors on the Board of the Company for a term upto five consecutive years, commencing from 1st April, 2014. A brief profile of proposed Independent Directors, including nature of their expertise, is provided as follow:

Mr. Madan Mohan Agrawal (DIN No. 01102150)

Mr. Madan Mohan Agrawal is a Independent Director of the Company. He joined the Board of Directors of the Company in September, 2002.

Mr. Madan Mohan Agrawal, hold the decree of Bachelors' in Commerce and a practicing Chartered Accountant since 1982. He is the Chairman of Audit Committee.

Mr. Shambhu Dayal Agarwal (DIN No. 02811635)

Mr. Shambhu Dayal Agarwal is a Independent Director of the Company. He joined the Board of Directors of the Company in September, 2002.

Mr. Dayal by profession is a Doctor (M.B.B.S) and having reputed practice since 1967, almost having an experience of 42 years in the above field. He is the member of Audit Committee and also the chairman of Remuneration Committee.

Mr. Ramesh Chand Agarwal (DIN No. 00559731)

Mr. Ramesh Chand Agarwal is a Independent Director of the Company. He joined the Board of Directors of the Company in February, 1993.

Mr. Ramesh Chand Agarwal is under graduate running and handling the business of petroleum petroleum products. He is the Chairman of Shareholders/Investors' Grievance Committee.

Notices have been received from Members proposing candidature of the above Directors for the office of Independent Director of the Company. In the opinion of the Board, Mr. Ramesh Chand Agarwal, Mr. Madan Mohan Agrawal, Mr. Shambhu Dayal Agarwal fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of

the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolutions as set out at item no. 4 to 6.

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

Sd/-
(Ashok Mittal)
Chairman

Place : Delhi
Date : 31st May, 2014

DIRECTORS' REPORT

TO THE MEMBERS,

Your Company's Directors are pleased to present the 22nd Annual Report of the Company, along with Audited Accounts, for the financial year ended 31st March, 2014.

FINANCIAL RESULT

The performance of the Company for the financial year ended 31st March, 2014 is summarized below:

| Particulars | (Rs) | |
|--|--|--|
| | For the Year Ended 31 st March, 2014 | For the Year Ended 31 st March, 2013 |
| Profit before Tax, Interest & Depreciation | 48,60,800 | 51,54,715 |
| Less: Depreciation | 6,68,059 | 5,56,363 |
| Less: Finance Charges | 5,70,935 | 10,08,848 |
| Profit Before Tax | 36,21,806 | 35,89,504 |
| Provision for Tax | 11,19,137 | 11,11,390 |
| Profit After Tax | 25,02,669 | 24,78,114 |
| Add: Balance brought forward from previous year | 2,89,31,412 | 2,64,53,298 |
| | 3,14,34,081 | 2,89,31,412 |
| Profit available for appropriation | | |
| Appropriations: | 3,14,34,081 | 2,89,31,412 |
| Balance to be carried forward to the balance sheet | 3,14,34,081 | 2,89,31,412 |

DIVIDEND

To keep the resources of the Company, your Directors do not recommend any dividend on equity shares for the financial year under review.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and as per the Article of Association Mr. Rakesh Kumar Mittal (DIN No. 00320523), Director of the Company retires by rotation at this Annual General Meeting and being eligible, offer himself for re-appointment.

PUBLIC DEPOSITS

Fixed Deposit outstanding as on 31st March, 2014 stood at Rs. NIL (Previous Year: Rs. NIL). There are Deposits amounting to Rs. NIL, which remained unclaimed and unpaid as on 31.03.2014 (Previous Year :Rs. NIL).

AUDITORS & AUDITORS' REPORT

M/s Mehra Sanjay & Co., Chartered Accountants, Statutory Auditor of the Company retires at ensuing Annual General Meeting are eligible for re-appointment and had given their consent for re-appointment.

The Company has obtained a written confirmation from the Statutory Auditors proposed to be reappointed to the effect that their re-appointment if made, would be within the limits prescribed.

The observations of Auditor in their report read with notes to the accounts are self explanatory and do not call for any further explanation.

PARTICULARS OF EMPLOYEES

There are no employees who was in receipt of remuneration of Rs.5,00,000/- or more per month or Rs. 60,00,000/- or more per annum in terms of Section 217(2A) of Companies Act, 1956 read with the Companies (particulars of Employees) rules, 1975 as amended from time to time.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 217 (2AA) of the Companies Act, 1956 and based on the information provided by Management, your Directors state that:

- In the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- Selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profits of the Company for that period;
- Proper and Sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- The annual accounts of the Company have been prepared on a going concern basis.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

- (a) Industry Structure & Developments
During the FY 2013-2014 the company has focused on Real Estate Business.
- (b) Opportunities & Challenges
There are excellent opportunities for growth in Real Estate Business in the country. Your Company is well positioned to take advantage of emerging growth opportunities in the Indian economy.
- (c) Outlook
Anna Infrastructures Ltd. is likely to maintain its focus on Real Estate Business activity.
- (d) Adequacy of Internal Control
The Company has adequate internal control and systems commensurate with the size and nature of the business. The Company adheres to all internal control policies and procedures as well as complies with regulatory guidelines. The Audit Committee of the Board of Directors reviews the efficacy of internal controls.
- (e) Human Resource Development
Your Company continued to have cordial and harmonious relations with all its employees.

CORPORATE GOVERNANCE

To comply with conditions of Corporate Governance, pursuant to Clause 49 of Listing Agreement entered with Stock Exchanges (BSE) on listing of equity shares of the Company, Management Discussion and Analysis, Report on Corporate Governance and Auditors' Certificate, are included in this Annual Report.

CONSERVATION OF ENERGY & TECHNOLOGY ABSORPTION

As required under Section 217(1)(e) of the Companies Act, 1956 Company does not fall under any industries covered by the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules 1988. Hence the requirements of disclosure in relation to the Conservation of Energy, Technology Absorption are not applicable to it.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Total Foreign Exchange earnings and outgo for the financial year is as follow:

a) Total foreign exchange earning: NIL

b) Total foreign exchange outgo : NIL

ACKNOWLEDGMENT

On behalf of the Directors of the Company, we would like to place on record our sincere appreciation to our Shareholders, Customers, Business Partners, Bankers, Financial Institutions and Government Authorities.

We also appreciate and value the contributions made by all our employees in Company's growth.

Reg. Off :
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**By Order of the Board of Directors
For Anna Infrastructures Limited**

Sd/-
(Ashok Mittal)
Chairman

Place : Delhi
Date : 31st May, 2014

REPORT ON CORPORATE GOVERNANCE

Corporate Governance is the commitment of an organization to follow ethics, fair practices and transparency in all its dealing with its various stakeholders such as Customers, Employees, Investors, Government and the Society at large. Sound Corporate Governance is the result of external market place commitment and legislation plus a healthy board culture which directs the policies and philosophy of the organization. Our Company is committed to good Corporate Governance in all its activities and processes.

Company's philosophy on Corporate Governance

Corporate governance at M/s Anna Infrastructures Limited. is a value-based framework to manage our Company affairs in a fair and transparent manner. As a responsible corporation, we use this framework to maintain accountability in all our affairs and employ democratic and open processes. We have evolved guidelines and best practices to ensure timely and accurate disclosure of information regarding our financial performance and corporate governance of the Company.

Our corporate governance philosophy is based on the following principles:

- Satisfy the spirit of the law and not just the letter of the law. Corporate governance standards should go beyond the law.
- Be transparent and maintain a high degree of disclosure levels.
- Make a clear distinction between personal conveniences and corporate resources.
- Communicate externally, in a truthful manner, about how the Company is running internally.
- Have a simple and transparent corporate structure driven solely by business needs.
- The Management is the trustee of the shareholders' capital and is not the owner.

The Board of Directors ('the Board') is at the core of our Corporate Governance practice and oversees how the Management serves and protects the long-term interests of all our stakeholder. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of Corporate Governance.

The disclosure requirements of Clause 49 of the Listing Agreement entered on the listing of equity shares of the Company on stock exchanges are given below:

BOARD OF DIRECTORS

Composition of Board

The current strength of the Board is Six. The name and categories of the Board of Directors and details of Board Meeting, number of Directorship and Committee position held by them in other Companies during Financial Year 2013-14 are as follows;

| Name & Designation of the Director | Category of Directorship | Meetings held during the tenure of Directors in F/Y 2013-14 | No. of Board Meeting attended during year | No. of Directorship held in other Companies # | No. of Committees Membership held in other Companies #@ | No. of Board Committees Chairmanships held in all public Company# @ | Attendance at the 21 st Annual General Meeting held on 21/09/2013 |
|--|----------------------------------|---|---|---|---|---|--|
| Mr. Ashok Mittal (Chairman) | Non Independent | 5 | 5 | None | 1 | -- | Yes |
| Mr. Rakesh Kumar Mittal (Director) | Non-Independent, (Non-Executive) | 5 | 5 | None | -- | -- | Yes |
| Mr. Anil Kumar Agarwal (Whole Time Director) | Non-Independent, (Executive) | 5 | 5 | None | 2 | -- | Yes |
| Mr. Ramesh Chand Agarwal (Director) | Independent, (Non-Executive) | 5 | 5 | None | 2 | 1 | Yes |
| Mr. Sambhu Gayal Agarwal (Director) | Independent, (Non-Executive) | 5 | 5 | None | 1 | 1 | Yes |
| Mr. Madan Mohan Agrawal (Director) | Independent, (Non Executive) | 5 | 5 | None | -- | 1 | Yes |

None of the Directors holds directorship in more than 15 Public Limited Companies.

No Director holds membership of more than 10 committees of Board nor is any Director Chairman of more than 5 Committees of Board.

Excluding private limited Company, foreign Company and section 25 Company.

@ Includes Audit, Remuneration & Shareholder's Grievance Committee.

During the financial year 2013-14 five (5) times Board Meetings were held and gap between two meetings did not exceed four months. The dates on which the said meetings were held are as follows:

28th June, 2013, 30th July, 2013, 30th October, 2013, 30th January, 2014, 31st March, 2014

The Board periodically reviews and discusses the performance of the Company, its future plans, strategies and other pertinent issues relating to the Company.

Details of shareholding of directors

| Sr. No. | Name of Directors | No. of shares held as on 31 st March, 2014 | In terms of percentage to the total no. of shares |
|---------|------------------------|---|---|
| 1. | Mr. Ashok Mittal | 395910 | 10.42 |
| 2. | Mr. Rakesh Mittal | 481900 | 12.68 |
| 3. | Mr. Anil Kumar Agarwal | 52600 | 1.38 |

| | | | |
|----|--------------------------|-------|------|
| 4. | Mr. Ramesh Chand Agarwal | 71510 | 1.89 |
| 5. | Mr. Sambhu Gayal Agarwal | Nil | N.A. |
| 6. | Mr. Madan Gopal Agrawal | Nil | N.A. |

CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT

The Board has laid down separate Codes of Conducts for Directors and Senior Management personnel of the Company and all Board Members and Senior Management personnel have affirmed compliance with Code of Conduct. The Whole Time Director has also confirmed and certified the same. The certificate is enclosed with this Annual Report.

CONSTITUTION OF COMMITTEES

In compliance with Clause 49 of Listing Agreement entered with Stock Exchanges on listing of equity shares of the Company and for better governance, the Board have constituted three committees namely Audit Committee, Shareholders/Investors' Grievance Committee and Remuneration Committee as follows;

1. AUDIT COMMITTEE

Composition of Audit Committee and details of meeting attended by the Directors during the period under review.

| Sr. No. | Name of the Director | Category | No. of Meetings attended (From 1 st April, 2013 to 31 st March, 2014) |
|---------|---------------------------|----------|---|
| 1 | Mr. Madan Mohan Agrawal | Chairman | 4 |
| 2 | Mr. Ramesh Chand Agarwal | Member | 4 |
| 3 | Mr. Shambhu Dayal Agarwal | Member | 4 |

The Audit Committee met four times during F/Y 2013-14 (1st April, 2013 to 31st March, 2014)

The terms of reference, role and scope are in line with those prescribed by Clause 49 of the Listing Agreements.

The Audit Committee is entrusted with following responsibilities;

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal and other professional advice.
- To secure attendance of outsiders with relevant expertise, if considered necessary.

2. SHAREHOLDERS'/ INVESTORS' GRIEVANCE COMMITTEE

Composition of Shareholders'/Invertors' Grievance Committee and details of meeting attended by the Directors during the period under review

| Sr. No. | Name of the Director | Category | No. of Meetings attended (From 1 st April, 2013 to 31 st March, 2014) |
|---------|--------------------------|----------|---|
| 1 | Mr. Ramesh Chand Agarwal | Chairman | 4 |
| 2 | Mr. Ashok Mittal | Member | 4 |
| 3 | Mr. Anil Kumar Agarwal | Member | 4 |

The Shareholders'/Investors' Grievance Committee met four times during F/Y 2013-14 (1st April, 2013 to 31st March, 2014).

During the year ended 31st March 2014 the Company processed NIL Shares for Physical Transfer of Shares. Pursuant to the compulsory trading of shares of the Company in electronic mode company received demat requests for NIL Shares and the same were dematerialized. The Company received remat requests for Nil Shares and the same were rematerialized. There were no share transfers pending for registration for more than 30 days as on the said date.

Complaint received and resolved during the year ended on 31st March, 2014 = Nil

Complaint pending on 31st March, 2014= Nil

3. REMUNERATION COMMITTEE

Composition of Remuneration Committee and details of meeting attended by the Directors during the period under review

| Sr. No. | Name of the Director | Category | No. of Meetings attended (From 1 st April, 2013 to 31 st March, 2014) |
|---------|---------------------------|----------|---|
| 1 | Mr. Shambhu Dayal Agarwal | Chairman | 4 |
| 2 | Mr. Ramesh Chand Agarwal | Member | 4 |
| 3 | Mr. Anil Kumar Agarwal | Member | 4 |

The Remuneration Committee met four times during F/Y 2013-14 (from 1st April, 2013 to 31st March, 2014).

The terms of reference of the Committee includes recommending specific remuneration package for Directors, to the Board of Directors.

Remuneration Policy

The remuneration policy is directed towards rewarding performance based on review of achievements. The remuneration paid to the Directors of the Company during the financial year 2013-2014 is as under :

| Name of the Director | Salary & Perquisites | Sitting Fees | Remuneration | Total |
|---------------------------|----------------------|--------------|--------------|--------|
| Ashok Mittal | Nil | Nil | Nil | Nil |
| Rakesh Mittal | Nil | Nil | Nil | Nil |
| Anil Kumar Agarwal | 360000 | Nil | Nil | 360000 |
| Ramesh Chand Agarwal | Nil | 2500 | Nil | 2500 |
| Dr. Shambhu Dayal Agarwal | Nil | 2500 | Nil | 2500 |
| Madan Mohan Agarwal | Nil | 2500 | Nil | 2500 |

4. GENERAL BODY MEETINGS

Annual General Meeting

| Year | Date | AGM | Time | Venue |
|---------|---|----------------------|------------|--|
| 2010-11 | Monday, 12 th September, 2011 | 19 th AGM | 11.30 A.M. | 16-B/9-, Dev Nagart, D.B. Gupta Road, Karolbagh, New Delhi |
| 2011-12 | Saturday, 22 nd September, 2012 | 20 th AGM | 11:30 A.M. | 16-B/9-, Dev Nagart, D.B. Gupta Road, Karolbagh, New Delhi |

| | | | | |
|---------|---|----------------------|------------|---|
| 2012-13 | Saturday, 21 st September, 2013 | 21 st AGM | 11:30 A.M. | 16-B/9-, Dev Nagart, D.B. Gupta Road, Karolbagh, New Delhi |
|---------|---|----------------------|------------|---|

- No Special Resolution passed in previous Annual General Meetings

DISCLOSURES

- There were no materially significant related party transactions i.e. transactions of the material nature, with its promoters, Directors or the management, their relatives etc. during the year, that may have potential conflict with the interest of the Company at large.
- There has neither been any non compliance of any legal provision nor any penalty, stricture imposed by the SEBI or Stock Exchange or any other authorities since incorporation of the Company.
- The Board has received disclosures from key managerial personnel relating to material, financial and commercial transactions where they and/or their relatives have personal interest. There were no materially significant related party transactions which have potential conflict with the interest of the Company at large.
- The Board of Directors of the Company has adopted a Whistle Blower policy* for establishing a mechanism for employee to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. They affirm that no employee has been denied access to the Audit Committee.
- All mandatory requirement as per Clause 49 of the Listing Agreement have been complied with by the Company.
- The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and there is no statutory audit qualification in this regard.

* WHISTLE BLOWER POLICY

We have established a mechanism for employees to report concerns about behavior, actual or suspected fraud or violation of our code of conduct or ethics policy. It provides for adequate safeguards against victimization of employees who avail of the mechanism and also allow direct access to the Chairman of the Audit Committee in exceptional cases. We further affirm that no employee has been denied access to the Audit Committee.

MEANS OF COMMUNICATION

| | | |
|---|---|---|
| Half yearly report sent to each household of shareholders | : | No |
| Quarterly results of the Company normally published in | : | The Financial Express (English) Rashtriya Sahara (Hindi) |
| Any website where displayed | : | www.annainfra.com www.bseindia.com |
| Whether any advertisement also displayed officials news releases And presentations made to institutions or investors/analysts | : | No presentation made |
| Whether management discussions and analysis forms part of Annual Report | : | Yes |
| Whether shareholders information section forms part of Annual Report | : | Yes |

General Shareholder Information

- The AGM is scheduled to be held on 27th September, 2014 at 11:00 AM at Basement of Maharaja Banquets, Vikas Marg, Opp. V3S Mall (Near Radhu Cinema), Delhi-110092.
- Financial Year : 1st April, 2013 to 31st March 2014
- Book Closure : 26th September, 2014 to 27th September, 2014
(Both Days Inclusive)
- Listing of Equity Shares on Stock Exchanges : Bombay Stock Exchange Limited (BSE)
- Registrar and Transfer Agents : Beetal Financial & Computer Services Pvt Ltd
Beetal House, 99, Madangir, New Delhi-110062
Tel No. 011 29961281-82
Fax: 011-29961284
Email- beetal@beetalfinancial.com
- Compliance Officer : Mr. Anil Kumar Agarwal
- Share Transfer System : Share Transfer in physical form can be lodged with Beetal Financial & Computer Services Pvt Ltd at abovementioned address or at registered office of the Company.
- Scrip Symbol : Bombay Stock Exchange Limited (BSE) 'ANNAINFRA'
- Scrip Code : Bombay Stock Exchange Limited-'530799'
- International Securities Identification Number (ISIN) : Under the Depository system, the ISIN allotted to the Company's shares in dematerialized form - 'INE336D01014'.

Market Price Data/ Performance

Monthly high and low prices of equity shares of Anna Infrastructures Limited at the Bombay Stock Exchange Limited (BSE) during the year under review in comparison to BSE (Sensex) are given hereunder:

| Month* | Price at BSE | | Volume of Shares traded (Nos) |
|----------------|--------------|----------|-------------------------------|
| | High (Rs) | Low (Rs) | |
| April 2013 | -- | -- | -- |
| May, 2013 | -- | -- | -- |
| June, 2013 | -- | -- | -- |
| July, 2013 | 11.70 | 11.70 | 1 |
| August,2013 | -- | -- | -- |
| September,2013 | -- | -- | -- |
| October,2013 | -- | -- | -- |
| November, 2013 | 11.70 | 11.70 | 20 |
| December, 2013 | -- | -- | -- |
| January, 2014 | 12.28 | 12.28 | 10 |
| February, 2014 | 12.80 | 12.17 | 160 |

| | | | |
|-------------|-------|-------|---|
| March, 2014 | 12.17 | 12.17 | 1 |
|-------------|-------|-------|---|

- Shareholding Pattern as on 31st March 2014**

| Sr. No. | Category | No. of Equity Shares | Percentage of Shareholding |
|------------|--|----------------------|----------------------------|
| A | Promoter Holding | | |
| | Directors/ Promoters & their relatives | 23,98,138 | 63.11 |
| B | Non Promoter Holding | | |
| (1) | Institutions | | |
| | FII | -- | -- |
| | Financial Institution/ Banks | -- | -- |
| (2) | Non-Institutions | | |
| | Bodies Corporate | 3,48,234 | 9.16 |
| | Individuals | 10,47,808 | 27.57 |
| | Non Resident Indian | 2,419 | 0.06 |
| | Hindu Undivided Families | 3,401 | 0.09 |
| | Clearing Members | -- | -- |
| C | Others | | |
| | Custodian | - | - |
| | Grand Total (A+B+C) | 38,00,000 | 100.00 |

- Distribution of Shareholding as on 31st March, 2014:**

| Range (In Rs) | Total Holders | | Total Holding in Rupees | |
|-------------------|---------------|---------------|-------------------------|---------------|
| | Number | % to Total | In Rs | % to Total |
| 1-5,000 | 644 | 69.85 | 118865 | 3.1280 |
| 5,001-10,000 | 51 | 5.53 | 41379 | 1.0889 |
| 10,001-20,000 | 60 | 6.51 | 88665 | 2.3333 |
| 20,001-30,000 | 39 | 4.23 | 103949 | 2.7355 |
| 30,001-40,000 | 14 | 1.52 | 53074 | 1.3967 |
| 40,001-50,000 | 24 | 2.60 | 1,10,500 | 2.9079 |
| 50,001-100,000 | 39 | 4.23 | 3,10,920 | 8.1821 |
| 100,001 and above | 51 | 5.53 | 2972648 | 78.2276 |
| Total | 922 | 100.00 | 38,00,000 | 100.00 |

- **Outstanding GDR's/ADR's/Warrant or any Convertible instruments** : Not Applicable

Dematerialisation of Shares as on 31st March, 2014:

Trading in Equity Shares of the Company is permitted only in dematerialized form effective May 2001 as per notification issued by the Securities and Exchange Board of India (SEBI). As on March 31, 2014, 59.495% of the Share Capital stands dematerialized.

- The Annual Custodial fees for the FY 2014 were paid to NSDL and CDSL.

**Address for Correspondence
Corporate Office of the Company**

**: E-14/6, Shanta Tower, First Floor, Sanjay
Place, Agra – 2**

Tel.: 0562-2526650, 2527004,

E-mail: annainfra@gmail.com

Compliance with Non-Mandatory Requirements of Listing Agreement:

- The Chairman of the Company is entitled to seek any advice and consultancy in relation to the performance of his duties and is also entitled to claim reimbursement of the expenses incurred in this regard and other office facilities.
- The Board has set up a Remuneration Committee. Please see details in para on Remuneration Committee.
- Presently, Quarterly/ Half yearly financial performance is not being sent to each shareholders.
- The Company believes and maintains its accounts in transparent manner and aims at receiving unqualified report from the Auditors on the financial statement of the Company.
- As regard training of Board members, the Directors on the Board are professionals having wide range of expertise in diverse fields. They keep themselves abreast with the latest developments in the field of Management, Technology and Business Environment through various symposiums, seminars, etc.
- The Company has adopted a Whistle Blower policy. Please refer to the para under the head 'Disclosures'.

CERTIFICATE ON CORPORATE GOVERNANCE

**TO
THE MEMBERS OF
M/S ANNA INFRASTRUCTURES LIMITED
DELHI**

We have examined the compliance of conditions of Corporate Governance by Anna Infrastructures Limited for the year ended 31st March, 2014 as stipulated in clause 49 of Listing Agreement of the said Company with Stock Exchanges along with the relevant records and documents maintained by the Company and furnished to us.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination has been limited to the review of the procedure and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

**Place : New Delhi
Date : 31st May, 2014**

**FOR MEHRA SANJAY & CO.
Chartered Accountants
Firm Reg. No. 006381C**

**(CA. SANJAY MEHRA)
Partner
Membership No. 075182**

WHOLE TIME DIRECTOR AND CHAIRMAN CERTIFICATION

We Ashok Mittal, Chairman and Anil Kumar Agarwal, Compliance Officer & WTD on the basis of the review of the financial statements and the cash flow statement for the financial year ending 31st March, 2014 and to the best of our knowledge and belief, hereby certify that:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading.
2. These statements present a true & fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's code of conduct.
4. We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal control, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies
5. We have indicated to auditors and audit committee that:
 - There have been no significant changes in internal control during the year.
 - There have been no significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - There have been no instances of significant fraud of which we become aware, involving management or any employee having a significant role in the Company's internal control system.

Sd
Ashok Mittal
Chairman

Sd/-
Anil Kumar Agarwal
Compliance Officer & WTD

Place : New Delhi

Date : 31st May, 2014

COMPLIANCE WITH CODE OF CONDUCT

The Company has adopted “Code of Conduct for Directors and Senior Management Personnel”

In accordance with Clause 49 of the Listing Agreement with the Stock Exchanges, I, Anil Kumar Agarwal, Compliance Officer & Whole Time Director of the Company, hereby declare that the Board Members and Senior Management Personnel have affirmed compliance with the said Code of Conduct for the year ended March 31, 2014.

For ANNA INFRASTRUCTURES LIMITED

Sd/-

**Anil Kumar Agarwal
Compliance Officer & Whole Time Director**

Place : New Delhi

Date : 31st May, 2014

MEHRA SANJAY & CO
Chartered Accountants

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**, ("the company") which comprise the Balance Sheet as at **31/03/2014**, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of financial position, financial performance of the company in accordance with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act 1956 ("the Act") The responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of financial statements that give a true and fair view and are free from material misstatements, 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 conducted our audit in accordance with the standards on auditing issued by the Institute of Chartered Accountants of India. 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 misstatements.

Audit involves performing procedure to obtain audit evidence about the amounts and disclosure in the financial statements. The procedure selected depend upon auditor's judgement, including the assessment of the risk of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessment, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedure that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in case of the Balance Sheet, of the state of affairs of the Company as at **31/03/2014**;
- (b) in case Statement of Profit and Loss Account, of the **Profit** for the year ended on that date;
- (c) in case of Cash Flow Statement, of the cash flows for the year ended on that date;

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the order") issued by Central Government of India in terms of sub-section (4A) of section 227 of the Act, We give in the Annexure a statements on the matters specified in paragraphs 4 and 5 of the order.

MEHRA SANJAY & CO
Chartered Accountants

2. As required by section 227(3) of the Act, we report that:
- a. We have obtained all information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by Law have been kept by the Company so far as appears from our examinations of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account;
 - d. In our opinion , the Balance Sheet, Statement of Profit and Loss, comply with the Accounting Standards referred to in sub-section(3C) of section 211 of the Companies Act,1956;
 - e. On the basis of written representations received from the directors as on **31/03/2014** and taken on record by the Board of Directors, none of the director is disqualified as on **31/03/2014**, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Place: New Delhi
Date : 31st May 2014

For Mehra Sanjay & Co
Firm Reg. No. 006381c
Chartered Accountants

Sd/-
(Sanjay Mehra)
Partner
M.No.-75182

MEHRA SANJAY & CO

Chartered Accountants

ANNEXURE TO THE AUDITORS' REPORT

Referred to in paragraph 1 of our Report of even date :

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) All Fixed Assets have been physically verified by the Management according to a regular programme of periodic verification which in our opinion is reasonable having regard to the size of the Company and nature of fixed assets.
(c) During the year, the Company has not disposed of any substantial/major part of fixed assets.
2. (a) As explained to us, the inventory of Real Estate Division has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
(b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of stocks followed by the management is reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of inventory, the company is maintaining proper records of inventory. The discrepancies noticed on physical verification of inventory as compared to the book records were not material.
1. (a) According to the information and explanation given to us, the company has neither granted nor taken any loan secured or unsecured, to/from companies, firms or other parties listed in the Register maintained under section 301 of the Companies Act, 1956. As the Company has not granted/taken any loan, secured or unsecured, to from companies, firms etc. listed in the register maintained under section 301 of the Act, paragraph 3(b), 3(c) 3(d), 3(e), 3(f) and 3(g) or the order, are not applicable.
2. In our opinion and according to the information and explanation given to us, there are adequate internal control procedures commensurate with the size of Company and the nature of its business with regard to purchase of Inventory and fixed assets and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
3. (a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, we are of the opinion that the Contract or arrangements that need to be entered into the register maintained under section 301 have been so entered.
(b) In our opinion and according to the information and explanations given to us, the Contracts and arrangements made in pursuance of contracts or arrangements entered in the register maintained under section 301 and exceeding the value of five lakh rupees in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
4. The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA or any other relevant provisions of the Act and the rules framed there under.
5. The Company has no Internal Audit System. However internal control exercised by the management of the Company commensurate with the size and nature of its business.
6. As per information and explanations given to us, maintenance of cost records have not been prescribed by the Central Government under section 209(1)(d) of the Companies Act, 1956.
7. (a) According to the records of the Company and information and explanations given to us, the Company has been regular in depositing undisputed Statutory dues including Provident Fund, Investor Education and protection fund, Employee State Insurance, Income Tax, Sales Tax, Service Tax, Wealth Tax, Custom Duty, Excise Duty, Cess and any other statutory dues with the appropriate authorities during the year.
(b) According to the records of the company and information and explanations given to us, there is no outstanding Statutory Dues in the Company.
8. The Company does not have accumulated losses as at the end of the year and the Company has not incurred cash losses during current and immediately preceding financial year.
9. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to Banks. There were no dues to financial institution or debenture holders during the year.
10. According to the information and explanations given to us, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debenture and other securities.
11. The provision of any special statute applicable to Chit Fund, Nidhi or Mutual Benefit Fund/ Societies are not applicable to the Company.

MEHRA SANJAY & CO
Chartered Accountants

12. (a) Based on the records examined by us and according to the information and explanations given to us, we are of the opinion that the company is maintaining proper record of the transactions and contracts of dealing in shares, securities, debentures and other investments and those timely entries have been made in these records.
(b) Based on our audit procedures and to the best of our knowledge and belief and according to the information and explanations given to us, the shares, securities, debentures and other investments have been held by the company in its own name.
13. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks and financial institutions.
14. According to the information and explanations given to us, the term loans were applied for the purpose for which the loans were obtained.
15. Based on examination of documents and records made available and on the basis of information and explanations given to us, the company has not used funds raised on short term basis for long term investments.
16. The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956, during the year.
17. No debentures have been issued by the Company during the year.
18. The Company has not raised money by Public Issue during the year.
19. To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the company was noticed or reported during the year.

For Mehra Sanjay & Co
Firm Reg. No. 006381c
Chartered Accountants

Place: New Delhi
Date : 31st May 2014

Sd/-
(Sanjay Mehra)
Partner
M.No.-75182

ANNA INFRASTRUCTURES LIMITED

Balance Sheet as at 31st March, 2014

| Particulars | Note No | Figures as at the end of current reporting period | Figures as at the end of previous reporting period |
|--|---------|---|--|
| I. EQUITY AND LIABILITIES | | | |
| (1) Shareholder's Funds | | | |
| (a) Share Capital | 1 | 38,000,000 | 38,000,000 |
| (b) Reserves and Surplus | 2 | 39,374,081 | 36,871,412 |
| (c) Money received against share warrants | | NIL | NIL |
| (2) Share application money pending allotment | | NIL | NIL |
| (3) Non-Current Liabilities | | | |
| (a) Long-term borrowings | 3 | 181,310 | 3,448,545 |
| (b) Deferred tax liabilities (Net) | | NIL | NIL |
| (c) Other Long term liabilities | | NIL | NIL |
| (d) Long term provisions | | NIL | NIL |
| (4) Current Liabilities | | | |
| (a) Short-term borrowings | 4 | NIL | NIL |
| (b) Trade payables | 5 | 11,240,664 | 16,713,033 |
| (c) Other current liabilities | | NIL | NIL |
| (d) Short-term provisions | 6 | 1,166,560 | 1,166,176 |
| Total | | 89,962,615 | 96,199,166 |
| II.Assets | | | |
| (1) Non-current assets | | | |
| <i>(a) Fixed assets</i> | | | |
| (i) Tangible assets | 7 | 3,835,812 | 3,124,591 |
| (ii) Intangible assets | | NIL | NIL |
| (iii) Capital work-in-progress | | NIL | NIL |
| (iv) Intangible assets under development | | NIL | NIL |
| (b) Non-current investments | 8 | 1,500,000 | 1,500,000 |
| (c) Deferred tax assets (net) | | 138,689 | 94,026 |
| (d) Long term loans and advances | | NIL | NIL |
| (e) Other non-current assets | | NIL | NIL |
| (2) Current assets | | | |
| (a) Current investments | 9 | 68,085 | 2,760 |
| (b) Inventories | 10 | 22,983,770 | 27,317,596 |
| (c) Trade receivables | 11 | 375,000 | 1,160,000 |
| (d) Cash and cash equivalents | 12 | 3,936,430 | 8,760,707 |
| (e) Short-term loans and advances | 13 | 56,258,082 | 53,389,104 |
| (f) Other current assets | 14 | 866,747 | 850,382 |
| Total | | 89,962,615 | 96,199,166 |

Significant Accounting Policies &

Notes to the Accounts

This is the Balance Sheet referred to in our report of even date.

Sd/-

(Sanjay Mehra)

Partner

M.No. 075182

For and on behalf of

MEHRA SANJAY & CO

Firm Reg. No. 006381C

Chartered Accountants

New Delhi

31st May 2014

1 to 33

The Notes referred to above form an integral part of the Balance Sheet

Sd/-

Ashok Mittal Anil Kumar Agarwal

Chairman

Sd/-

Whole Time Director

Sd/-

Rakesh Mittal

Director

ANNA INFRASTRUCTURES LIMITED

Profit and Loss Statement for the year ended 31st March, 2014

| Particulars | Note No | Figures as at the end of current reporting period | Figures as at the end of previous reporting period |
|---|------------|---|--|
| I. Revenue from operations | 15 | 17,231,477 | 21,877,027 |
| II. Other Income | 16 | 307,674 | 379,603 |
| III. Total Revenue (I +II) | | 17,539,151 | 22,256,630 |
| <i>IV. Expenses:</i> | | | |
| Cost of materials consumed | | NIL | NIL |
| Purchase of Stock-in-Trade | 10 | 5,193,374 | 16,583,668 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | | 4,333,826 | (2,357,942) |
| Employee benefit expense | 17 | 1,645,792 | 1,387,413 |
| Financial costs | 18 | 570,935 | 1,008,848 |
| Depreciation and amortization expense | 7 | 668,059 | 556,363 |
| Other expenses | 19 | 1,505,359 | 1,488,776 |
| Total Expenses | | 13,917,345 | 18,667,126 |
| V. Profit before exceptional and extraordinary items and tax | (III - IV) | 3,621,806 | 3,589,504 |
| VI. Exceptional Items | | NIL | NIL |
| VII. Profit before extraordinary items and tax (V - VI) | | 3,621,806 | 3,589,504 |
| VIII. Extraordinary Items | | NIL | NIL |
| IX. Profit before tax (VII - VIII) | | 3,621,806 | 3,589,504 |
| X. Tax expense: | | | |
| (1) Current tax | | 1,163,800 | 1,163,416 |
| (2) Deferred tax | | (44,663) | (52,026) |
| XI. Profit(Loss) from the period from continuing operations | (VII-VIII) | 2,502,669 | 2,478,114 |
| 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) | | 2,502,669 | 2,478,114 |
| XVI. Earning per equity share: | | | |
| (1) Basic | | 0.66 | 0.65 |
| (2) Diluted | | 0.66 | 0.65 |

Significant Accounting Policies &

Notes to the Accounts

This is the Profit & Loss Statement referred to in our report of even date.

1 to 33

The Notes referred to above form an integral part of the Profit & Loss Statement

Sd/-

(Sanjay Mehra)

Partner

M.No. 075182

For and on behalf of

MEHRA SANJAY & CO

Firm Reg. No. 006381C

Chartered Accountants

New Delhi

31st May 2014

Sd/-

Ashok Mittal Anil Kumar Agarwal

Chairman

Sd/-

Whole Time Director

Sd/-

Rakesh Mittal

Director

ANNA INFRASTRUCTURES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31.3.2014

(Rs. In Lacs)

| PARTICULARS | Year ended 31 March 2014 | Year ended 31 March 2013 |
|---|-----------------------------|-----------------------------|
| <i>Cash flow from Operating activities</i> | | |
| Net Profit after Tax | 25.03 | 24.78 |
| Adjustments for : | | |
| Depreciation & Amortisation | 6.68 | 5.56 |
| Provision for Current Tax | 11.64 | 11.63 |
| Loss on sale of Fixes Assets, Net | 0.00 | 0.07 |
| Interests Costs | 5.71 | 10.09 |
| Interest & Dividend Incomes | (3.08) | (3.80) |
| Deffered Taxes | (0.45) | (0.52) |
| Operating cash flow before changes in working capital | 45.53 | 47.82 |
| Changes in Working Capital | | |
| (Increase) / decrease in Current Assets | 21.68 | (25.64) |
| Increase / (decrease) in Current Liabilities & Provisions | (54.72) | 55.62 |
| Net changes in Working Capital | (33.04) | 29.98 |
| Income Taxes Paid | (11.64) | (11.63) |
| Net Cash generated / (used in) from Operating Activities (A) | 0.85 | 66.17 |
| <i>Cash flow from Investing activities</i> | | |
| Interest & Dividend Incomes received | 3.08 | 3.80 |
| Capital Expenditure | (13.79) | (0.73) |
| Sale of Fixed Assets | 0.00 | 0.07 |
| Net Cash generated from Investing Activities (B) | (10.72) | 3.13 |
| <i>Cash flow from Financing activities</i> | | |
| Repayment of Secured Loans | (32.67) | (2.04) |
| Interest Paid | (5.71) | (10.09) |
| Net Cash used in Financing Activities (C) | (38.38) | (12.13) |
| Net Increase in Cash and Bank Balances (A+B+C) | (48.24) | 57.18 |
| Cash and Bank balances at the beginning of the year | 87.61 | 30.43 |
| Cash and Bank balances at the end of the year | 39.36 | 87.61 |

sd/-

ASHOK MITTAL

Chairman

sd/-

ANIL KUMAR AGARWAL

Whole Time Director

sd/-

RAKESH MITTAL

Director

AUDITORS' CERTIFICATE

We have verified the above Cash Flow Statement of Anna Infrastructures Limited derived from the Audited Financial Statements for the year ended March 31, 2014 and March 31, 2013 and found the same to be in accordance with the requirements of clause 32 of the listing agreement with the Stock Exchanges and based on and in agreement with the corresponding Profit & Loss Statement and Balance Sheet of the Company covered by our Report dated 31.05.2014 to the members of the Company.

sd/-

(Sanjay Mehra)

Partner

For and on behalf of

Mehra Sanjay & Co

Chartered Accountants

Place : New Delhi

Date : 31.05.2014

ANNA INFRASTRUCTURES LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS
Note 1 : SHARE CAPITAL

| Particulars | As at 31 March, 2014 | | As at 31 March, 2013 | |
|---|----------------------|-------------------|----------------------|-------------------|
| | Number of shares | Amount | Number of shares | Amount |
| (a) Authorised | | | | |
| Equity shares of `Rs 10/-each with voting rig | 5,000,000 | 50,000,000 | 5,000,000 | 50,000,000 |
| (b) Issued | | | | |
| Equity shares of `Rs 10/-each with voting rig | 3,800,000 | 38,000,000 | 3,800,000 | 38,000,000 |
| (c) Subscribed and fully paid up | | | | |
| Equity shares of `Rs 10/-each with voting rig | 3,800,000 | 38,000,000 | 3,800,000 | 38,000,000 |
| (d) Subscribed but not fully paid up | - | - | - | - |
| Total | 3,800,000 | 38,000,000 | 3,800,000 | 38,000,000 |

The company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of one equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of the shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars | Opening Balance | Fresh issue | Other changes (give details) | Closing Balance |
|---|-----------------|-------------|------------------------------|-----------------|
| Equity shares with voting rights | | | | |
| Year ended 31 March, 2014 | | | | |
| - Number of shares | 3,800,000 | - | - | 3,800,000 |
| - Amount (in Rs.) | 38,000,000 | - | - | 38,000,000 |
| Year ended 31 March, 2013 | | | | |
| - Number of shares | 3,800,000 | - | - | 3,800,000 |
| - Amount (in Rs.) | 38,000,000 | - | - | 38,000,000 |

Details of shares held by each shareholder holding more than 5% shares:

| Class of shares / Name of shareholder | As at 31 March, 2014 | | As at 31 March, 2013 | |
|---|-----------------------|-----------------------------------|-----------------------|-----------------------------------|
| | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| <u>Equity shares with voting rights</u> | | | | |
| Amit Mittal | 383,100 | 10.08% | 383,100 | 10.08% |
| Rakesh Kumar Mittal | 397,000 | 10.45% | 397,000 | 10.45% |
| Ashok Kumar Mittal | 329,910 | 8.68% | 329,910 | 8.68% |

Note 2 : RESERVES AND SURPLUS

| | As at | | Deductions | As at | |
|-------------------------------------|-------------------|------------------|------------|-------------------|--|
| | 01.04.2013 | Additions | | 31.03.2014 | |
| General Reserve | 2,325,000 | NIL | NIL | 2,325,000 | |
| Statutory Reserve for Deposits | 5,615,000 | NIL | NIL | 5,615,000 | |
| Surplus - balance in P&L A/C | 28,931,412 | 2,502,669 | NIL | 31,434,081 | |
| Total Reserves & Surplus | 36,871,412 | 2,502,669 | NIL | 39,374,081 | |

ANNA INFRASTRUCTURES LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

Note 3 : LONG TERM BORROWINGS

| | As at 31.03.2014 | As at 31.03.2013 |
|----------------------|---------------------|---------------------|
| (l) Secured Loans | | |
| ICICI Bank Ltd.-LAP* | <u>181,310</u> | <u>3,448,545</u> |
| | <u>181,310</u> | <u>3,448,545</u> |

* Secured against Equitable Mortgage of Property of the Company & Personal Guranty of the Directors.

Note 4 : SHORT TERM BORROWINGS

| | | |
|-------------------|------------|------------|
| (l) Secured Loans | | |
| Canara Bank OD* | <u>NIL</u> | <u>NIL</u> |
| | <u>NIL</u> | <u>NIL</u> |

* Secured against Equitable Mortgage of Property of Directors & Personal Guarantee of the Directors.

Note 5 : TRADE PAYABLES

| | | |
|------------------------|-------------------|-------------------|
| Creditors for Expenses | 106,911 | 112,307 |
| TDS Payable | 38,753 | 48,104 |
| Advance from Customers | 6,220,000 | 6,948,000 |
| Sundry Creditors | <u>4,875,000</u> | <u>9,604,622</u> |
| | <u>11,240,664</u> | <u>16,713,033</u> |

Note 6 : SHORT TERM PROVISIONS

| | | |
|---|------------------|------------------|
| Provision for Taxation | 1,163,800 | 1,163,416 |
| Provision for Diminuation in Value of Investments | <u>2,760</u> | <u>2,760</u> |
| | <u>1,166,560</u> | <u>1,166,176</u> |

ANNA INFRASTRUCTURES LIMITED

Notes Annexed to and forming part of the Accounts

Note 7 : Fixed Assets

| ASSETS | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|-----------------------|-------------------|-----------|--------------------|-------------------|-------------------|-------------|--------------------|-------------------|-------------------|-------------------|
| | AS ON | ADDITIONS | SALE/TRF./ | AS ON | AS ON | FOR THE | SALE/ | AS ON | AS ON | AS ON |
| | 01.04.2013 Rs. | Rs. | WRITTEN OFF Rs. | 31.03.2014 Rs. | 01.04.2013 Rs. | YEAR Rs. | WRITTEN OFF Rs. | 31.03.2014 Rs. | 31.03.2014 Rs. | 31.03.2013 Rs. |
| OWN ASSETS | | | | | | | | | | |
| BUILDING | 1,023,120 | NIL | NIL | 1,023,120 | 171,212 | 16,677 | NIL | 187,889 | 835,231 | 851,908 |
| VEHICLES | 4,570,990 | 1,343,366 | NIL | 5,914,356 | 3,019,175 | 543,255 | NIL | 3,562,430 | 2,351,926 | 1,551,815 |
| FURNITURE & FIXTURE | 1,047,945 | NIL | NIL | 1,047,945 | 594,116 | 65,726 | NIL | 659,842 | 388,103 | 453,829 |
| ELECTRICAL EQUIPMENTS | 92,174 | NIL | NIL | 92,174 | 39,040 | 4,378 | NIL | 43,418 | 48,756 | 53,134 |
| COMPUTERS | 267,375 | NIL | NIL | 267,375 | 153,028 | 27,545 | NIL | 180,573 | 86,802 | 114,347 |
| OFFICE EQUIPMENTS | 195,796 | 35,914 | NIL | 231,710 | 96,238 | 10,478 | NIL | 106,716 | 124,994 | 99,558 |
| TOTAL | 7,197,400 | 1,379,280 | NIL | 8,576,680 | 4,072,809 | 668,059 | NIL | 4,740,868 | 3,835,812 | 3,124,591 |
| GRAND TOTAL | 7,197,400 | 1,379,280 | NIL | 8,576,680 | 4,072,809 | 668,059 | NIL | 4,740,868 | 3,835,812 | 3,124,591 |
| PREVIOUS YEAR | 7,157,900 | 73,000 | 33,500 | 7,197,400 | 3,536,219 | 556,363 | 19,773 | 4,072,809 | 3,124,591 | 3,621,681 |

ANNA INFRASTRUCTURES LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

Note 8 : Non Current Investments

| Particulars | Face Value | Nos. | Nos. | Value | Value |
|---|------------|------------|------------|------------------|------------------|
| | Rs. | 31.03.2014 | 31.03.2013 | 31.03.2014 | 31.03.2013 |
| LONG TERM INVESTMENTS : | | | | | |
| (1) FULLY PAID UP EQUITY SHARES | | | | | |
| Unquoted | | | | | |
| Alfa Housing (India) Pvt. Ltd. | 10 | 50,000 | 50,000 | 500,000 | 500,000 |
| Dream Home Constructions Pvt. Ltd. | 10 | 50,000 | 50,000 | 500,000 | 500,000 |
| Mittal Housing Private Limited | 100 | 5,000 | 5,000 | 500,000 | 500,000 |
| Total | | | | <u>1,500,000</u> | <u>1,500,000</u> |
| Agreegate Value of Unquoted Investments | | | | 1,500,000 | 1,500,000 |

Note 9 : Current Investments

| Particulars | Face Value | Nos. | Nos. | Value | Value |
|---|------------|------------|------------|---------------|--------------|
| | Rs. | 31.03.2014 | 31.03.2013 | 31.03.2014 | 31.03.2013 |
| CURRENT INVESTMENTS : | | | | | |
| FULLY PAID UP EQUITY SHARES | | | | | |
| Quoted | | | | | |
| Datapro Information Technology Ltd. | 2 | 500 | 500 | 1,000 | 1,000 |
| Inox Leasing Limited | 10 | 100 | 100 | Nil | Nil |
| Shree Rajeshwaranand Paper Mills Ltd. | 10 | 100 | 100 | 1,000 | 1,000 |
| Sumeet Industries Ltd | 10 | 200 | 200 | 760 | 760 |
| JP Associates | 2 | 2,000 | NIL | 65,325 | NIL |
| TOTAL QUOTED EQUITY | | | | <u>68,085</u> | <u>2,760</u> |
| | | | | Cost | Mkt. Value |
| Agreegate Value of Quoted Current Investments | | | | 68,085 | 107,400 |

ANNA INFRASTRUCTURES LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS
Note 10 : INVENTORIES

| | As at 01.04.2013 | Additions during the yr | Cost of Goods Sold | As at 31.03.2014 |
|------------------------------|---------------------|----------------------------|-----------------------|---------------------|
| - Ikon City Project | 3,455,435 | 1,035,473 | 3,084,800 | 1,406,108 |
| - Ikon Vatica Project | 5,244,176 | 4,115,901 | 5,942,400 | 3,417,677 |
| - Anna Ikon Project | 5,531,732 | 42,000 | NIL | 5,573,732 |
| - Shivalik Residency Project | 13,358 | NIL | NIL | 13,358 |
| - Ikon Greens Project | 4,013,875 | NIL | 500,000 | 3,513,875 |
| - Kalal Kheria Project | 9,059,020 | NIL | NIL | 9,059,020 |
| Total | 27,317,596 | 5,193,374 | 9,527,200 | 22,983,770 |

Note 11 : TRADE RECEIVABLES

| | As at 31.03.2014 | As at 31.03.2013 |
|---|---------------------|---------------------|
| 1. Sundry Debtors | | |
| (a) Outstanding for below six months | | |
| - Considered good | 375,000 | 1,160,000 |
| (b) Outstanding for over six months | | |
| - Considered Good unless otherwise stated | NIL | NIL |
| Total Debtors | 375,000 | 1,160,000 |

Note 12 : CASH AND CASH EQUIVALENTS

| | | |
|--|------------------|------------------|
| (a) Cash and Cheques in hand as Certified by management | 1,027,277 | 4,333,106 |
| (b) With scheduled banks : - | | |
| - In Current Accounts | 175,640 | 124,088 |
| - In Fixed deposit | 2,733,513 | 4,303,513 |
| | 3,936,430 | 8,760,707 |

Note 13 : SHORT TERM LOANS AND ADVANCES

Loans and Advances

| | | |
|------------------------|------------|------------|
| Loans (Unsecured) | | |
| - Considered Good | 55,574,771 | 52,698,997 |
| - Considered Doubtfull | NIL | NIL |

Advances

| | | |
|--|-------------------|-------------------|
| -Recoverable in cash or kind or value to received | 109,961 | 95,808 |
| -Advance Tax (Including TDS) | 573,350 | 594,299 |
| | 56,258,082 | 53,389,104 |

Note 14 : OTHER CURRENT ASSETS

| | | |
|------------------------------|----------------|----------------|
| Accrued Interest on Bank FDR | 253,797 | 171,432 |
| Accrued Income on Projects | 612,950 | 678,950 |
| | 866,747 | 850,382 |

ANNA INFRASTRUCTURES LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

Note 15 : REVENUE FROM OPERATIONS

(A) INTEREST ON LOANS

| | As at 31.03.2014 | As at 31.03.2013 |
|-----------------|---------------------|---------------------|
| Interest Income | 5,388,477 | 5,540,570 |
| | <u>5,388,477</u> | <u>5,540,570</u> |

(B) SALES

| | | |
|-----------------------|-------------------|-------------------|
| - Anna Ikon Project | NIL | 2,700,000 |
| - Ikon City Project | 3,856,000 | 5,863,360 |
| - Ikon Greens Project | 625,000 | NIL |
| - Ikon Vatika Project | 7,428,000 | 5,586,500 |
| - Anna Complex | NIL | 2,250,000 |
| | <u>11,909,000</u> | <u>16,399,860</u> |

(C) INCOME ON BOOKINGS

| | | |
|--|-------------------|-------------------|
| Income on Bookings | (66,000) | (63,403) |
| Total Revenue from Operations (A+B+C) | <u>17,231,477</u> | <u>21,877,027</u> |

Note 16 : OTHER INCOME

| | | |
|---|----------------|----------------|
| Interest (TDS Rs. 30,668/- Previous Year :Rs. 27,090/-) | 306,674 | 269,775 |
| Dividend | 1,000 | 2,000 |
| Other Income | NIL | 107,828 |
| | <u>307,674</u> | <u>379,603</u> |

Note 17 : EMPLOYEE BENEFIT EXPENSE

| | | |
|----------------------------|------------------|------------------|
| Salary | 1,371,200 | 1,086,000 |
| Food & Breverages to Staff | 98,992 | 102,913 |
| Others benefits | 175,600 | 198,500 |
| | <u>1,645,792</u> | <u>1,387,413</u> |

Note 18 : FINANCIAL COSTS

| | | |
|-------------------------|----------------|------------------|
| Interest to Bank | 351,377 | 536,325 |
| Interest Paid to others | 51,725 | 30,551 |
| Commission | 161,475 | 401,038 |
| Bank Charges | 6,358 | 40,934 |
| | <u>570,935</u> | <u>1,008,848</u> |

ANNA INFRASTRUCTURES LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

Note 19 : OTHER EXPENSES

| | As at 31.03.2014 | As at 31.03.2013 |
|------------------------------|-----------------------------|---------------------|
| Advertisement Expenses | 49,966 | 36,302 |
| Electricity & Power | 177,050 | 156,356 |
| Motor Car Expenses | 401,569 | 404,740 |
| Telephone Expenses | 86,560 | 96,084 |
| Scooter Expenses | 23,951 | 22,103 |
| Festival Expenses | 58,861 | 57,864 |
| Travelling & Conveyance | 58,781 | 59,436 |
| Office Expenses | 48,729 | 39,457 |
| Printing & stationery | 59,877 | 64,218 |
| Postage & Courier Expenses | 58,032 | 75,889 |
| Business Promotion | 97,696 | 99,298 |
| Repairs & Maintenance | 23,608 | 39,799 |
| Legal & Professional Charges | 120,309 | 95,344 |
| Auditors Remuneration | 80,000 | 80,000 |
| Books & Periodicals | 13,863 | 13,857 |
| Rent Rates & Taxes | 42,000 | 42,000 |
| Meeting Expenses | 104,507 | 98,802 |
| Loss on Sale of Fixed Assets | NIL | 7,227 |
| | 1,505,359 | 1,488,776 |

Note 20 : Being part of Notes on Accounts

Earning Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares considered for deriving basic earnings per share since the company have not issued any securities which can be potential equity shares.

Note 21 : Being part of Notes on Accounts

- Particulars of employees who are in receipt of Rs. 60,00,000 per annum when employed throughout the financial year or Rs. 5,00,000 per month when employed for the part of year : Nil (2011-12 : Nil).
- As none of the employee is covered by the eligibility criteria hence no provision for the retirement benefit has been made.

Note 22 : Being part of Notes on Accounts

Payment to Auditors :

| | | |
|--------------------|---------------|--------|
| A) Statutory Audit | 45,000 | 45,000 |
| B) Tax Audit | 15,000 | 15,000 |
| C) Other Services | 20,000 | 20,000 |
| | 80,000 | 80,000 |

Note 23 : Being part of Notes on Accounts

There has been no prior period or extra ordinary item of income or expenditure which has been entered in the books of accounts during the year.

ANNA INFRASTRUCTURES LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

Note 24 : Being part of Notes on Accounts

- Current income tax expense comprises taxes in income from operation for the period. Income tax payable is determined in accordance with the Income Tax Act, 1961.

- Deferred Tax expense or benefit is recognised on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

- Deferred tax asset and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

Note 25 : Being part of Notes on Accounts

In accordance with Accounting Standard 22 " Accounting for Taxes on Incomes" notified under the Companies Act, 1956 by the Central Government, the timing difference have resulted in net deferred tax Asset of Rs 1,38,689/- as the year end 31st March, 2014.

Break up of Deferred Tax Assets is given below :

A. Deferred Tax Assets :

On account of Depreciation :

| | | |
|--|----------------|---------------|
| DTA / (DTL) Brought forward from earlier years | 94,026 | 42,000 |
| Additions during the year | 44,663 | 52,026 |
| Closing Balance | <u>138,689</u> | <u>94,026</u> |

Note 26 : Being part of Notes on Accounts

The Company is a Small and Medium-sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 1956. Accordingly, the Company has compiled with the Accounting Standards as applicable to a Small and Medium-Sized Company.

Note 27 : Being part of Notes on Accounts

and Medium Enterprises Development Act, 2006 and hence, the following disclosures under the said Act have been shown as Nil.

| | <u>31.03.2014</u> | <u>31.03.2013</u> |
|--|-------------------|-------------------|
| A) The principal amount and interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year. | NIL | NIL |
| B) The amount of interest paid by the buyer in terms of Section 16 of the said Act along with the amount of the payment made to the supplier beyond the appointed day during each accounting period | NIL | NIL |
| C) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; | NIL | NIL |
| D) The amount of interest accrued and remaining unpaid at the end of each accounting year; and | NIL | NIL |
| E) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, under Section 23 of Micro, Small and Medium | NIL | NIL |

ANNA INFRASTRUCTURES LIMITED
NOTES ANNEXED TO AND FORMING PART OF THE ACCOUNTS

Note 28 : Being part of Notes on Accounts

Related Party disclosures, as required in terms of Accounting Standard (AS) 18 are given below :

Relationships :

a) Individuals having voting power with control or significant influence :

- i) Shri Amit Mittal
- ii) Shri Rakesh Kumar Mittal
- iii) Shri Ashok Kumar Mittal
- iv) Shri Anil Kumar Agarwal

B) Relatives of Key Management Personnel, where transaction have taken place :

- i) NIL

C) Associate Companies owned by Directors or Major Shareholders :

- i) NIL

Note : Related party relationships are as identified by the Company and relied upon by the Auditors.

Transactions carried out with related parties referred to above in ordinary course of business :

| Nature of Transaction | Individual with Control | Relatives of Key Managerial Personnel | Associate Companies owned by Directors/major Share holders | TOTAL |
|----------------------------|-------------------------|---------------------------------------|--|----------------|
| 1) Loans Received | - | - | - | - |
| 2) Loans Refunded | - | - | - | - |
| 3) Directors' Remuneration | 360,000 | - | - | 360,000 |
| 4) Rent Paid | - | - | - | - |
| 5) Payment of Interest | - | - | - | - |
| TOTAL | 360,000 | - | - | 360,000 |

Note 29 : Being part of Notes on Accounts

Preliminary Expenses are being written off over a period of five years.

Note 30 : Being part of Notes on Accounts

Provision, Contingent Liabilities & Contingent Assets :

Estimated amounts of contract to be executed and not provided for as on 31st March 2014 is: Nil (2012-13

In the opinion of the Board, the assets other than fixed assets and non current investments are approximately of the same value stated, if realised in the ordinary course of business

Note 31 : Being part of Notes on Accounts

Earnings in foreign currency Rs. Nil (2012-13 : Nil)

Expenditure in foreign currency Rs. Nil (2012-13 : Nil)

Note 32 : Being part of Notes on Accounts

Previous year's figures have been regrouped wherever necessary.

Sd/-
(Sanjay Mehra)
 Partner
 M.No. 075182
 For and on behalf of
 MEHRA SANJAY & CO
 Firm Reg. No. 006381C
 Chartered Accountants
 New Delhi
 31st May 2014

Sd/-
Ashok Mittal
 Chairman

Sd/-
Anil Kumar Agarwal
 Whole Time Director

Sd/-
Rakesh Mittal
 Director

ANNA INFRASTRUCTURES LIMITED

Note 33 :SIGNIFICANT ACCOUNTING POLICIES.

1. RECOGNITION OF INCOME AND EXPENDITURE: -

- (a) Under the Real Estate Division of the Company the Income recognized at the point of Sale or booking amount received on estimation basis and balance of Profit & Loss of particular project accounted in that year in which the entire sale of said project will be completed.
- (b) Revenue/Income and costs/Expenditure are recognized on an accrual basis except dividends.

2. FIXED ASSETS

Fixed Assets are stated at Cost less accumulated depreciation.

3. DEPRECIATION

Depreciation on Fixed Assets is provided on straight-line method at the relevant rates of depreciation on pro-rata basis as specified in schedule XIV of the Companies Act, 1956.

4. INVESTMENTS

Investments are held by the Company are classified into Current and Long Term Investments Categories in terms of RBI Guidelines and valued accordingly. Long Term Investments are stated at cost and provision for diminution in value is made wherever considered necessary, if the diminution is of permanent nature. Current Investments are stated at lower of cost and fair value. Gains/Losses on disposal or redemption of investments are recognized in the profit & Loss Statement.

5. INVENTORIES

Inventories under Real Estate Division of the Company are stated at lower of cost or net realizable value.

6. Confirmation of various debit and credit balances, loans and advances given and other liabilities etc. have not been received in some cases, which may have a revenue impact.

7. Remuneration to Directors

| Particulars | Current Year (Rs.) | Previous Year (Rs.) |
|-------------|--------------------|---------------------|
| Salary | 3,60,000 | 3,36,000 |

The Company is of the opinion that the computation of the net profit under section 349 of the Companies Act 1956 is not necessary as no commission is paid/payable to the Directors for the year ended 31.03.2013.

8. Under Real Estate Division of the Company, the sale and booking is in progress in the following projects:

- Plots in Ikon city Project
- Plots in Ikon Greens Project
- Plots in Ikon Vatica Project
- Shops in Anna Complex
- Shops in Anna Ikon

The Company has booked the Income @ 15% on sales/Bookings of Plots and 20% on sales/bookings of Shops, and balance of Profit & Loss of particular project accounted in that year in which the entire sale of said project will be completed.

9. Segment Information

Composition of Business segment

The Company's business divided into two segment as

- I. Real Estate Business
- II. Loan and Investment

Normally there is no inter segment transactions in the company.

ANNA INFRASTRUCTURES LIMITED

As at 31.03.2014 segment revenues, result and other information

A. Segment Revenue (Income)

| | | |
|-----|------------------------|-------------|
| I. | Real Estate Business | 23,15,800/- |
| II. | Loan and Investment | 53,88,477/- |
| | Income from Operations | 77,04,277/- |

B. Segment Results

| | | |
|-----|------------------------------------|-------------|
| I. | Real Estate Business | 8,92,633/- |
| II. | Loan and Investment | 42,72,983/- |
| | Total | 51,65,616/- |
| | Less : Interest | 5,70,935/- |
| | Less : Net Unallocable Expenditure | 9,72,875/- |
| | Total Profit before Tax | 36,21,806/- |

C. Capital Employed

| | | |
|-----|----------------------|---------------|
| I. | Real Estate Business | 2,16,88,150/- |
| II. | Loan and Investment | 5,56,85,931/- |
| | Total | 7,73,74,081/- |

10. Figures have been rounded off to the nearest rupee.

Sd/-
ASHOK MITTAL
Chairman

Sd/-
ANIL KUMAR AGARWAL
Whole Time Director

Sd/-
RAKESH MITTAL
Director

New Delhi
May 31, 2014

ANNA INFRASTRUCTURES LIMITED

CIN : L65910DL1993PLC052061

Registered Office: C-3, Amar colony Market, Ground Floor, Lajpat Nagar-IV, New Delhi –110024

Website: www.annainfra.com, E-mail: annainfra@gmail.com

ATTENDANCE SLIP

(To be presented at the entrance)

22nd Annual General meeting on 27th Day of September ,2014 at 11:00 A.M.

at Basement of Maharaja Banquets, Vikas Margs, Opp. V3S Mall (Near Radhu Cinema), Delhi-110092

I hereby record my presence at the 22nd Annual General Meeting of the Company to be held on 27th Day of September, 2014 at 11:00 a.m. at Basement of Maharaja Banquets, Vikas Margs, Opp. V3S Mall (Near Radhu Cinema), Delhi-110092.

Full name of the Member (In BLOCK LETTERS) :

Folio No. DP ID No. Client ID No.

No. of Shares held

Full name of Proxy (In BLOCK LETTERS) :

Signature of Member/Proxy Date.....

ANNA INFRASTRUCTURES LIMITED

CIN : L65910DL1993PLC052061

Registered Office: C-3, Amar colony Market, Ground Floor, Lajpat Nagar-IV, New Delhi –110024

PROXY FORM

Name of the Member (s) :
 Registered Address :
 E-mail ID :
 Folio No. / Client Id: DP ID:
 I/We, being the member (s) of Shares of the Anna Infrastructures Ltd., hereby appoint.

1. Name : Email Id :
 Address :
 Signature :

or failing him

2. Name : Email Id :
 Address :
 Signature :

or failing him

3. Name : Email Id :
 Address :
 Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Second Annual General Meeting of the Company, to be held onday, September, 2014 at xx:xx a.m. at,
, Delhi and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1.....
- 2.....
- 3.....
- 4.....
- 5.....
- 6.....
- 7.....
- 8.....
- 9.....

Signed this day of 2014.



Signature of Shareholder:Signature of Proxy holder(s).....

Notes:

- 1. The Proxy Form duly completed, must be deposited at the Registered Office of the Company at C-3, Amar Colony Market, GF, Lajpat Nagar-IV, New Delhi – 110024 not less than 48 hours before the time for holding the Meeting.
- 2. Those Members who have multiple folios with different jointholders may use copies of this Attendance slip/Proxy.

Book Post / U.P.C.

To,

If Undelivered Please Returned to :-
ANNA INFRASTRUCTURES LIMITED
C-3, Amar Colony Market, Ground Floor,
(Entry Back side), Lajpat Nagar-IV,
New Delhi – 110 024