

Anna Infrastructures Limited

CIN: L65910UP1993PLC070612

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

Email ID: annainfra@gmail.com, Website: www.annainfra.com, Telephone: 0562-2527004

Notice of Voting Through Postal Ballot

(Pursuant to Section 110 of the Companies Act, 2013)

To
The Shareholders,

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, as amended (the “Companies Act”), read with the Companies (Management and Administration) Rules, 2014, as amended (the “Rules”) from time to time, for obtaining the consent of the Shareholders of Anna Infrastructures Limited (hereinafter referred to as the ‘Company’) for the proposed special resolutions set out below, which is sought to be obtained by means of **Postal Ballot which includes E-voting (voting through electronic means)**.

The Explanatory Statement stating all material facts and the reasons for the proposal is also appended hereto for your consideration along with Postal Ballot Form.

The Company has appointed **Mr. Aditya Narayan Shrivastava**, Advocate, Civil Court, Agra, Reg.No. 867/93 as the **Scrutinizer** for conducting the entire Postal Ballot process in a fair and transparent manner.

In terms of Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is also providing the facility of e-voting to its shareholders. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating the e-voting. Shareholders, who have registered their e-mail id for receipt of documents in electronic mode with the Company / Depository Participants, are being sent the Notice of Postal Ballot by e-mail. Members who have received the Postal Ballot Notice by e-mail and who wish to vote through Physical Postal Ballot Form can download the Postal Ballot Form from the link “www.annainfra.com” or seek duplicate Postal Ballot form from the Registered Office of the Company.

The Scrutinizer will submit his report to the Chairman/Whole-time Director of the Company after completion of the e-voting and the results of the voting by Postal Ballot will be announced by the Chairman/Whole-time Director of the Company on Friday, July 31st, 2015, at 3.00 p.m. at the Registered Office of the Company at Shop No. 1 & 3, E-14/6 First Floor, Shanta Tower, Sanjay Place, Agra and ***the resolutions will be taken as passed effectively on the date of announcement of the results.***

The Scrutinizer’s decision on the validity of the Postal Ballot shall be final. The results of the Postal Ballot along with the Scrutinizer’s Report will be hosted on the Company’s website at www.annainfra.com and on CDSL’s website for information of the Members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed.

Item No. 1:

TO MAKE LOANS OR INVESTMENTS AND TO GIVE GUARANTEE OR PROVIDE SECURITY

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

“RESOLVED THAT pursuant to Section 186 of the Companies Act, 2013 read with rule 13 of the Companies (Meetings of Board & its Power) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (‘the Act’) including any statutory modification(s) or re-enactment(s) thereof from time to time, subject to such other approvals and consent required, consent of the members be and is hereby accorded to the Board of Directors of the company including any committee thereof (hereinafter referred to as ‘the Board’) to (i) give any loan(s) to any person or other Body Corporate, and/or (ii) give any guarantee(s) or to provide any security(ies) in connection with a loan(s) to any person or other Body Corporate (including Investment in mutual funds) or (iii) acquire by way of subscription , purchase or otherwise the securities of any other body corporate as the Board deemed fit in excess of 60% of Paid Up Share Capital, Free Reserves and Securities Premium of the

Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, from time to time but not exceeding Rs. 50.00 Crores (Rupees Fifty Crores Only).”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this, the Board be and is hereby authorized to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to the proposed investments or loans or guarantees or securities and to do all such acts, deeds, matters and things and to execute all such deeds, documents and writings as may be necessary, desirable or expedient in connection therewith.”

Item No. 2

INCREASE IN BORROWING POWER OF THE COMPANY UPTO RS. 50.00 CRORES

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

“**RESOLVED THAT** pursuant to provisions of the section 180(1)(c) and all other applicable provisions if any of the Companies Act, 2013 read with relevant Rules thereof, (including any amendment thereto or re-enactment thereof) for the time being in force, the consent of the members be and is hereby accorded to the Board of Directors of the Company including any committee thereof (hereinafter referred to as ‘the Board’) to borrow from time to time in one or more tranches, any sum or sums of money together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Bankers of the Company in the ordinary course of the business), for the purpose of the business of the Company and on such terms and conditions as to interest, repayment, security or otherwise as they may, in their absolute discretion, think fit and proper, notwithstanding that the monies to be borrowed together with monies already borrowed by the Company, remaining outstanding at any time will exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board of Directors and remaining outstanding at any time, shall not at any time exceed the limit of Rs. 50 Crores (Rupees Fifty Crores only).”

“**RESOLVED FURTHER THAT** the Board of Directors or any person authorised by the Board of Directors, be and is hereby authorised to negotiate and settle the terms and conditions with the concerned Bank(s)/Financial Institution(s)/Lender(s), finalize the applicable instruments/agreements, deeds or any other document for borrowing the monies for the purpose of business of the Company and creating the mortgage, hypothecation or charge on the assets of the Company in relation to borrowings of monies and to do all such other acts, deeds and things necessary and incidental to give effect to this resolution.”

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

**Date : 26th June, 2015
Place : Agra**

**Anil Kumar Agarwal
Whole Time Director
DIN: 00399487
R/o 19, Vijay Shree Apartment, 23,
Old Vijay Nagar Colony, Agra, 282004**

NOTES:

1. A statement setting out the material facts concerning each item of special business (explanatory statement) pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is enclosed herewith.
2. The postal ballot notice is being sent (by post or e-mail) to all the members, whose name appears in the Register of Members / List of beneficial owners, to be received from NSDL and CDSL on **19th June, 2015 (Cut-off Date)**. Postal ballot notice is also being sent to all Directors and Auditors of the Company.
3. The results of Postal Ballot & E-Voting will be announced on 31st July, 2015 at Registered Office of the Company and communicated to the BSE Limited (where the Company’s Shares are listed) as per Clause

35A of the Listing Agreement. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.annainfra.com.

4. **E-Voting** : In Compliance with provisions of Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer E-voting facility, as an alternate to all the Members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CDSL) for facilitating E-voting to enable the Members to cast their votes electronically, instead of dispatching Postal Ballot Forms. **E-voting is optional.** The said E-voting facility shall be available during the following period:

➤ Commencement of E-voting	From 9:00 A.M (IST) on Tuesday, June 30, 2015
➤ End of Voting	Upto 5:00 P.M (IST) on Wednesday, July 29, 2015

E-voting shall not be allowed beyond the End time as stated above as the same would be disabled by CDSL thereafter. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the Member(s) on the cut-off date i.e. **19th June, 2015**.

STEPS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

a)	Log on to the e-voting website www.evotingindia.com
b)	Click on "Shareholders" tab.
c)	Now, select the "ANNA INFRASTRUCTURES LIMITED" from the drop down menu and click on "SUBMIT"
d)	Now Enter your User ID <ul style="list-style-type: none"> • For CDSL: 16 digits beneficiary ID, • For NSDL: 8 Character DP ID followed by 8 Digits Client ID, • Members holding shares in Physical Form should enter Folio Number registered with the Company.
e)	Next enter the Image Verification as displayed and Click on Login.
f)	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.
g)	If you are a first time user follow the steps given below:
For Members holding shares in Demat Form and Physical Form	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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#	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 Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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.
h)	After entering these details appropriately, click on "SUBMIT" tab.
i)	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.
j)	For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
k)	Click on the EVSN for the relevant ANNA INFRASTRUCTURES LIMITED on which you choose to vote.
l)	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.
m)	Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
n)	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.
o)	Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
p)	You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
q)	<p>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.</p> <ul style="list-style-type: none"> ➤ 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 Postal Ballot Form by Post and opting to vote through E-voting Process:	
r)	Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
s)	The voting period begins on 9:00 A.M (IST) on Tuesday, June 30 th , 2015 and ends at 5:00 P.M (IST) on Wednesday, July 29 th , 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 19 th June, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
t)	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 .

5. The Postal Ballot Forms received after 29th July, 2015 will be treated as if reply from the Member(s) has not been received.
6. All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days to the date of announcement of results of the Postal Ballot.
7. Members desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self

addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on **29th July, 2015**. The postage cost will be borne by the Company. However, envelope containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the Members will also be accepted.

- 8. Kindly note that the Members can opt for only one Mode of voting (i.e. either by Physical Ballot (or) E-voting). If members are opting for E-voting, then they should not vote by Physical Ballot. If members opting E-voting as well as vote by Physical Ballot form, then voting carried out through E-voting shall prevail & voting carried out through Postal Ballot will be treated as invalid.**

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

ITEM NO.1

As per Section 186(3) of the Companies Act, 2013, giving of loans or guarantee or providing security in excess of 60% of paid up share capital, free reserves and securities premium of the company or 100% of free reserves and securities premium of the company whichever is more requires approval of the Shareholders .

It is therefore authorized the board of directors to make any loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with a loan(s) made to and to make investment in shares/debentures/and/or any other securities of the company including investment in mutual funds which may extend to any time, the aggregate of its paid up share capital of the company, its free reserves and security premium but not exceeding Rs. 50.00 Crore (Rupees Fifty Crores Only).

The Board recommends the resolution under Item No. 1 for shareholders approval as a special resolution.

The Directors or key managerial personnel or their relatives do not have any concern or interest, financial or otherwise in passing of the said special resolution, except to the extent of their shareholdings, if any, in the Company.

ITEM NO. 2

Pursuant to provision of Section 180(1)(c) of the Companies Act, 2013 borrowings (apart from temporary loan obtained from the Company's banker in ordinary course of business) by the Company beyond aggregate of the paid up share capital of the Company and its free reserve require approval of the Members of the Company by way of Special Resolution.

With a view to meet the fund requirements of the Company it is proposed to authorize the Board of Directors to borrow money which may exceed at any time, the aggregate of its paid up share capital of the Company and its free reserve but not exceeding Rs. 50.00 Crores (Rupees Fifty Crores Only).

The Board of Directors accordingly recommends the special resolution set out at Item No. 2 of the accompanying notice for the approval of the Members.

The Directors or key managerial personnel or their relatives do not have any concern or interest, financial or otherwise in passing of the said special resolution, except to the extent of their shareholdings, if any, in the Company.

Date: 26/06/2015
Place: Agra

By Order of the Board of Directors
For Anna Infrastructures Limited

Anil Kumar Agarwal
Whole Time Director
DIN: 00399487
R/o 19, Vijay Shree Apartment, 23,
Old Vijay Nagar Colony, Agra, 282004

Anna Infrastructures Limited

CIN: L65910UP1993PLC070612

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POSTAL BALLOT FORM

(Pursuant to Provisions of Section 110 of the Companies Act, 2013 and rules made thereunder)

Sr. No.

Name(s) & Registered Address: of the sole / first named Member	
Name(s) of the Joint-Holder(s), if any	
Registered Folio No./DP ID/Client ID* - (*applicable only to Members holding shares in demat form)	
Number of equity shares held	

I/We hereby exercise my/our vote in respect of Special Resolutions enumerated below to be passed through Postal Ballot for the Special business stated in the Notice dated 26th June, 2015 by sending my assent (For) or dissent (Against) to the said resolution by placing tick mark at the appropriate box below:

Item No	Description of the businesses as set out in the Notice dated 26th June, 2015	No. of Shares held	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	To make loans or investments and to give or provide security u/s 186(3) of the Companies Act, 2013.			
2.	Increase In Borrowing Power of The Company Upto Rs. 50.00 Crores u/s 180(1)(c) of the Companies Act, 2013.			

**Applicable for Members(s) holding shares in Electronic Form*

Place:

Date:

Signature of Member

EVEN (E-VOTING EVENT NUMBER)	USER ID	PASSWORD

Note:

1. Kindly read the instructions printed overleaf before giving vote through this Form (or) E-voting.
2. Last date for receipt of Postal Ballot Forms by Scrutinizers is 29.07.2015

INSTRUCTIONS

1. A Members desirous of exercising vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed Business Reply Envelope. Postal charges will be borne by the Company. Envelopes containing Postal Ballot Form, if deposited in person or sent by courier or any other mode at the expense of the Shareholders(s) will also be accepted.
2. Please convey your assent/dissent in this Postal Ballot Form only. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed Business reply Envelope bears the name and postal address of the Scrutinizer appointed by the Company.
4. This Postal Ballot Form should be completed and signed by the Shareholder (as per specimen signature registered with the Company/R&TA or Depository participants, in respect of shares held in the physical form or dematerialised form respectively.) in case of joint holding, this form must be completed and signed by the first named Shareholder and in his/her absence, by the next named Shareholder.
5. In case of shares held by Companies, Trust, Societies etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/authorisation giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorised signatories.
6. The Postal Ballot Form duly completed and signed should be forwarded to the Scrutinizer appointed by the Company so as to reach him/her not later than the close of working hours of 29th July 2015 (i.e. 5:00 PM IST). Postal Ballot forms received after this date will be strictly treated as if the reply from such shareholder(s) has not been received.
7. A Shareholder can apply for duplicate postal ballot form through an email at www.evotingindia.com, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the close of working hours of 29th July 2015 (i.e. 5:00 PM IST). Postal Ballot forms received after this date will be strictly treated as if the reply from such shareholder has not been received.
8. For any clarification(s), please contact Beetal Financial & Computer Services Private Limited on 91-11-2996 1281-83
9. The right of voting by postal ballot shall not be exercised by proxy.
10. Members are requested to fill the postal ballot form in indelible ink (and avoid filling it by using erasable writing mediums like pencil). Voting rights shall be reckoned on the paid up value of shares registered in the name(s) of shareholder(s) on the cut-off date i.e. 19th June, 2015. Unsigned, incomplete or incorrectly ticked postal ballot forms shall be rejected.
11. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope. If any extraneous paper is found, the same will be destroyed by the Scrutinizer. There will be one postal ballot form for every folio/client ID, irrespective of the number of Joint holders.
12. The Scrutinizer's decision on the validity of postal ballot shall be final.
13. The Company is pleased to offer e-voting facility as an alternative, for all the shareholders of the company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional. The detailed procedure of e-voting is enumerated in the notes to the postal ballot notice.