



NOTICE

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

ORDINARY BUSINESS:

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

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

SPECIAL BUSINESS:

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

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

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



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

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

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

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

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

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

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

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

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



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

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

Agra, August 13, 2015

(Kanchan Agarwal)
Company Secretary

Registered Office:

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

NOTES:

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



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

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



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

16. PROCEDURE AND INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY:

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (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
- 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.
- (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*		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 Details#	Bank	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.

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



- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant ANNA INFRASTRUCTURES LIMITED on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - 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 Monday 21st September, 2015 10:00 AM and ends at 5:00 PM on Wednesday, 23rd September, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No. 4 & 5

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

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

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

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

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

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

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

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

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

Item No 6

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

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

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



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

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

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

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

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

D. Other terms of Re-Appointment:

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

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

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

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

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

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



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

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

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

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

Agra, August 13, 2015

(Kanchan Agarwal)
Company Secretary

Registered Office:

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