

# ANNA INFRASTRUCTURES LIMITED

Regd. Office: C-3, Ground Floor (Entry Back Side), Amar Colony Market, Lajpat Nagar-IV, New Delhi-110024. Ph. No. 0562-2527004

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

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

CIN- L65910DL1993PLC052061

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## NOTICE OF VOTING THROUGH POSTAL BALLOT

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

To,  
**The Members of Anna Infrastructures Limited.**

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read together with The Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment thereof as applicable from time to time, that the Company is seeking the consent of its Members for the below mentioned Special Resolution by way of **Postal Ballot which includes E-Voting (voting by electronic means)**.

The explanatory statement pertaining to the aforesaid resolution proposed in this notice setting out all material facts concerning each items and reasons thereof along with Postal Ballot Form is **Annexed** herewith for your consideration.

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

You are requested to carefully read the instructions printed in the Postal Ballot Forms, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the forms and return the Form duly completed in the attached self addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 PM on 15<sup>th</sup> December, 2014.

The Scrutinizer after completion of the scrutiny will submit his report to Whole Time Director/ Chairman, Company Secretary of the Company on or before 18<sup>th</sup> December, 2014 at the Registered Office of the Company at C-3, Ground Floor (Entry Back Side), Amar Colony Market, Lajpat Nagar-IV New Delhi-110024. The result will also be posted on the website of the Company [www.annainfra.com](http://www.annainfra.com). The result shall also be intimated to the Stock Exchange where the Shares of the Company are listed and **also to the general public through press release in the newspapers.**

Pursuant to Clause 35B of the Listing Agreement, the Company has engaged the services of Central Depository Services Limited (CDSL) to provide Electronic Voting (“e-voting”) to the Members of the Company. Accordingly Company is providing e-voting facility for the Postal Ballot as an alternate, which would enable the Members to cast their votes electronically instead of casting their votes and dispatching the physical Postal Ballot forms. Please read and follow the instructions on e-voting enumerated in the Notes to this Notice. Only Members entitled to vote are entitled to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only. Detailed instructions to use the facility are given separately.

**The resolution, if approved, will be taken as passed effectively on the date of declaration of results.**

ITEM NO : 1

**SHIFTING OF REGISTERED OFFICE FROM STATE OF DELHI TO STATE TO UTTAR PRADESH**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**.

“**RESOLVED THAT** pursuant to the provision of Section 12, 13 and 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, and subject to the approval of the Central Government and all other authorities concerned and conditions as may be prescribed or imposed by the Central Government, Memorandum of Association of the Company be altered so as to change the place of Company’s Registered Office from State of National Capital Territory of Delhi to State of Uttar Pradesh by substituting Clause II of the Memorandum of Association with the following words:

**II. The Registered office of the Company will be situated in the State of Uttar Pradesh.”**

“**RESOLVED FURTHER THAT** on obtaining the confirmation from the Regional Director, Northern Region, the Registered Office of the Company be shifted from **C-3, Ground Floor (Entry Back Side), Amar Colony Market, Lajpat Nagar-IV, New Delhi-110024 to Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra-282002 (U.P.)**.”

“**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby severally authorized to take necessary steps to obtain confirmation of the Regional Director in respect of the aforesaid alteration of Clause II of the Memorandum of Association of the Company and to agree to such modifications, terms and conditions with reference thereto as may be directed by the Regional Director and to do such Acts and deeds as may be required for the same purpose.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Directors of the Company be and are severally authorized to do all acts, deeds, matters and things as may be required in this connection.”

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

**Anil Kumar Agarwal  
Whole Time Director**

Place : New Delhi

Date 12<sup>th</sup> November, 2014

**NOTES:**

1. The explanatory statement pursuant to section 102 of the Companies Act, 2013, which sets out material facts and reasons for the special business, is appended hereto.

**Notice & Cut-Off Date**

2. This Notice is being sent to all the Members of the Company, whose names appear in the Register of members/list of beneficial owners, received from National Securities Depository Limited (NSDL)/ Central Depository Services (India) Limited (CDSL) as on **7<sup>th</sup> November, 2014 (Cut- off Date)**. The voting rights of Members shall be in proportion to their paid up equity share capital of the Company as on the aforesaid date.

### Scrutinizer

3. The Board of Directors of the Company has appointed Mr. Aditya Narayan Shrivastava (Advocate), Civil Court, Agra, Reg. No. 867/93, [**“the Scrutinizer”**], to act as the scrutinizer, for conducting E-voting & Postal process, in a fair and transparent manner.
4. The Scrutinizer will submit his Report on E-voting & Postal Ballot process, addressed to Whole Time Director/ Chairman, Company Secretary of the Company, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the E-voting & Postal Ballot will be announced on **18<sup>th</sup> December, 2014** at the 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 result declared along with Scrutinizer’s Report shall be placed on the website of the Company [www.annainfra.com](http://www.annainfra.com). **The resolution will be taken as passed effectively on the “Date of announcement of the Result” by the Whole Time Director/ Chairman, Company Secretary of the Company.**

### E-voting

5. 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:

<b>Commencement of E-voting</b>	<b>From 9:00 A.M (IST) on Saturday, November 15, 2014</b>
<b>End of Voting</b>	<b>Upto 5:00 P.M (IST) on Monday, December 15, 2014</b>

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. **7<sup>th</sup> November, 2014.**

### STEPS FOR E-VOTING

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

a)	Log on to the e-voting website <a href="http://www.evotingindia.com">www.evotingindia.com</a>
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"><li>• For CDSL: 16 digits beneficiary ID,</li><li>• For NSDL: 8 Character DP ID followed by 8 Digits Client ID,</li><li>• Members holding shares in Physical Form should enter Folio Number registered with the Company.</li></ul>
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 <a href="http://www.evotingindia.com">www.evotingindia.com</a> 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:
<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN*</b>	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"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in</li></ul>

	<p>the PAN field.</p> <ul style="list-style-type: none"> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>DOB#</b>	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.
<b>Dividend Bank Details#</b>	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.
<b>h)</b>	After entering these details appropriately, click on "SUBMIT" tab.
<b>i)</b>	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.
<b>j)</b>	For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
<b>k)</b>	Click on the EVSN for the relevant ANNA INFRASTRUCTURES LIMITED on which you choose to vote.
<b>l)</b>	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.
<b>m)</b>	Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
<b>n)</b>	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.
<b>o)</b>	Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
<b>p)</b>	You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
<b>q)</b>	<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 &amp; enter the details as prompted by the system.</p> <ul style="list-style-type: none"> <li>Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <a href="https://www.evotingindia.com">https://www.evotingindia.com</a> and register themselves as Corporates.</li> <li>They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.</li> <li>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.</li> <li>The list of accounts should be mailed to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> and on approval of the accounts they would be able to cast their vote.</li> </ul>

	<ul style="list-style-type: none"> <li>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.</li> </ul>
<b>In case of Members receiving the Postal Ballot Form by Post and opting to vote through E-voting Process:</b>	
<b>r)</b>	Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
<b>s)</b>	The voting period begins on 9:00 A.M (IST) on Saturday, November 15, 2014 and ends at 5:00 P.M (IST) on Monday, December 15, 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 7 <sup>th</sup> November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
<b>t)</b>	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 <a href="http://www.evotingindia.co.in">www.evotingindia.co.in</a> under help section or write an email to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> .

### **Postal Ballot**

6. As per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Members who have registered their e-mail Ids with depositories are being sent this notice of Postal Ballot by e-mail and the Members who have not registered their e-mail Ids will receive Notice of Postal Ballot along with physical Form through post/courier. Members who have received Postal Ballot Notice by e-mail and wish to vote through Postal Ballot Form can download Postal Ballot from Company's Website ([www.annainfra.com](http://www.annainfra.com)) or seek duplicate copy from the Company, fill in the details and finally send the same to the Scrutinizer.
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 **15<sup>th</sup> December, 2014**. 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 AND also by E-voting, then voting carried out through E-voting shall prevail & voting carried out through Postal Ballot will be treated as invalid.**
9. The Postal Ballot Forms received after 15<sup>th</sup> December, 2014 will be treated as if reply from the Member(s) has not been received.
10. All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102 (1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of announcement of results of the Postal Ballot.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

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**ITEM NO. 1 SHIFTING OF REGISTERED OFFICE FROM STATE OF DELHI TO STATE OF UTTAR PRADESH**

Anna Infrastructures Limited is engaged in real estate activities and running its corporate office located in Agra (Uttar Pradesh) since last 21 years. All the projects of real estates and related works are carried in the State of Uttar Pradesh. So with a view to exercise better administrative and economic control which will reduce overheads and enable the Company to rationalize and streamline its operational efficiency, the Board of Director considers it fit to shift the registered office of the Company to State of Uttar Pradesh. The shifting of the registered office will help the Company to carry on its business more efficiently and economically.

In order to shift the Registered Office, the Company needs to amend its Memorandum of Association by way of passing special resolution through postal ballot in accordance with provisions of section 13 and 110 of the Companies Act, 2013 read with Companies (Management and Administrative) Rules, 2014.

The Board accordingly recommends the passing of the proposed Special Resolution as contained in the notice, by members of the company.

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.

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

**Anil Kumar Agarwal  
Whole Time Director**

**Place :** New Delhi

**Date** 12<sup>th</sup> November, 2014

# ANNA INFRASTRUCTURES LIMITED

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CIN- L65910DL1993PLC052061

## 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 12th November, 2014 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 12th November, 2014	No. of Shares held	I/We assent to the Resolutions (FOR)	I/We dissent to the Resolutions (AGAINST)
1.	Shifting of registered office from State of National Capital Territory of Delhi and Haryana to State of Uttar Pradesh u/s 12 and 13 of the Companies Act, 2013.			

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

**Place:**

**Date:**

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**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 15.12.2014

## 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 15th December 2014 (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](http://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 15<sup>th</sup> December, 2014 (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. 7<sup>th</sup> November, 2014. 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.