ANNA INFRASTRUCTURES LTD.

21st ANNUAL REPORT
2012-2013

ANNA INFRASTRUCTURES LIMITED

Board of Directors

Directors	Ashok Mittal	(Chairman)
	Ramesh Chand Agarwal	
	Rakesh Mittal	
	Anil Kumar Agarwal	
	Dr. Shambhu Dayal Agarwal	
	CA Madan Mohan Agarwal	
Auditors	Mehra Sanjay & Co Chartered Accountants Agra	
Bankers	Oriental Bank of Commerce ICICI Bank	
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. : 0562-2526650, 2527004. E-mail : annainfra@gmail.com Website : www.annainfra.com	
Registrar & Share Transfer Agent	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 99, Madangir, New Delhi –110062. Tel. : 011-29961281-84. E-mail : beetal@beetalfinancial.com	

ANNA INFRASTRUCTURES LIMITED

NOTICE

Notice is hereby given that the 21st Annual General Meeting of the Shareholders of Anna Infrastructures Limited will be held at 16-B/9, Dev Nagar, D.B. Gupta Road, Karolbagh, New Delhi, on Saturday , 21st September, 2013 at 11.30 A.M. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit & Loss Statement for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To appoint a Director in place of Sri Ashok Mittal who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri Anil Kumar Agarwal who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint Auditors of the Company and to fix their remuneration. M/s Mehra Sanjay & Co., Chartered Accountants, the retiring Auditor is eligible for re-appointment.

Notes

1. A member entitled to attend and vote at a meeting 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 proxy form is sent herewith. Proxy Form duly completed must be received by the Company at the Registered /Corporate Office of the Company not less than 48 hours before the time of the meeting.
2. Members are requested to bring their copy of the Annual Report along with them at the Annual General Meeting. No Copy of the report will be distributed at the meeting.
3. Members are requested to notify immediately change in their address, if any, to the Company.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September 2013 to 21st September 2013 (both days inclusive) in terms of Section 154 of the Companies Act, 1956.
5. Members can avail of the Nomination Facility by filling form No. 2B (in duplicate) with the Company.

By Order of the Board

Sd/-
Ashok Mittal
Chairman and WTD

Place : New Delhi
Date : 28th June 2013

ANNA INFRASTRUCTURES LIMITED

DIRECTORS' REPORT

TO THE MEMBERS

Your Directors have pleasure in presenting the Twentieth Annual Report on the business operation of your company and the Audited Financial Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

The financial results of the company are given below:-

	As At 31.03.2013 (Rs.)	As At 31.03.2012 (Rs.)
Profit before Tax, Interest & Depreciation	51,54,715	61,61,083
Less : Depreciation	5,56,363	6,04,553
Less : Finance Charges	10,08,848	13,12,949
Profit before Tax	35,89,504	42,43,581
Provision for Tax	11,11,390	13,15,716
Profit after Tax	24,78,114	29,27,865
Add : Balance B/f from last year	2,64,53,298	2,35,25,433
Profit available for appropriation	2,89,31,412	2,64,53,298
Appropriations:		
Balance carried to Balance Sheet	2,89,31,412	2,64,53,298
	2,89,31,412	2,64,53,298

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(a) Industry Structure & Developments

During the FY 2012-2013 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.

DIVIDEND

In order to strengthen the Reserves of the Company the Directors do not recommend any dividend.

DEPOSITS

Fixed Deposit outstanding as on 31st March,2013 stood at Rs. NIL (Previous Year: Rs. NIL). There are Deposits amounting to Rs. NIL, which remained unclaimed and unpaid as on 31.03.2013 (Previous Year :Rs. NIL). The Company has complied with all the requirements of Reserve Bank of India Directions.

DIRECTORS

In accordance with the provision of the Companies Act, 1956 and Articles of Association of the company Sri Ashok Mittal & Shri Anil Kumar Agarwal, Directors of the Company retire by rotation and being eligible offer themselves for reappointment. The necessary resolutions for their reappointment are placed before you for approval.

AUDITORS & THEIR REPORT

M/s Mehra Sanjay & Co, Chartered Accountants retire as Auditors of the Company at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The Directors and the Audit Committee recommends their re-appointment. Auditors' Report is self explanatory and requires no comments by the Directors.

AUDIT COMMITTEE

The Audit Committee constituted by the Board in compliance with section 292a of the Companies Act, 1956 and under the listing agreement, comprised of Sri Madan Mohan Agarwal, Dr. Shambhu Dayal Agarwal and Sri Ramesh Chand Agarwal all of whom are non-executive Directors. Sri Madan Mohan Agarwal, who is the chairman of the Audit Committee, is a Practicing Chartered Accountant with more than 30 years experience in Finance and Accounts matters. The Finance Executives and Statutory Auditors of the Company are permanent invitees to the Audit Committee Meetings.

CORPORATE GOVERNANCE

Pursuant to clause 49 of the Listing Agreement with the Stock Exchange, a Management Discussion & Analysis, Corporate Governance Report and Auditors' Certificate regarding compliance of conditions of Corporate Governance are made a part of the Annual Report.

PARTICULARS OF THE EMPLOYEES

Provisions of section 217(2A) of the Companies Act, 1956 read with the companies (Particulars of Employees) Rules, 1975 are not applicable as there was no employee in receipt of or entitled to receive emoluments exceeding the limits prescribed under said section.

THE COMPANIES (DISCLOSURE OF PARTICULRS IN THE REPORT OF BOARD OF DIRECTORS) RULES 1988.

In terms of the requirement of clause (e) of sub section (1) of section 217 of the Companies Act, 1956 read with the companies (disclosure of particulars in the report of Board of Directors) Rules, 1988 the particulars are given as follows:

The Company is engaged in the business of Real Estate and Financing, hence provisions relating to Energy conservation and Technology absorption are not applicable. There is no foreign exchange earnings/outgo during the year.

DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217(2AA) OF THE COMPANIES ACT, 1956

As required u/s 217 (2AA) of the companies Act, 1956, we hereby confirm:

(i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanations relating to material departures;

(ii) that the directors have 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 as at 31st March 2013 and the Profit & Loss for the year ended 31st March 2013;

(iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) That the directors have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

The Directors wish to place on record our valued clients, Bankers, Shareholders for continues their support. The Directors also wish to express their sincere appreciation to all the staff members for their contribution to the performance of the company.

By order of the Board

Sd/-
ASHOK MITTAL
chairman

Place : New Delhi
Date : 28-06-2013

ANNA INFRASTRUCTURES LIMITED

CORPORATE GOVERNANCE REPORT

In Compliance with Clause 49 of the Listing Agreement with Stock Exchanges, the Company is pleased to submit this report on the matters mentioned in the said clause and the practices followed by the Company in this regard.

1. Company's philosophy on Code of Governance.

Corporate Governance refers to systems by which the Company is managed, directed and controlled, keeping in view the long-term interests of shareholders. It refers to various regulations, which enable the Company to attract financial and human capital and to generally perform efficiently. Corporate Governance therefore generates long-term economic value for its shareholders.
Anna Infrastructures Ltd. believes that the implementation of Corporate Governance principles generates public confidence in the corporate system. With this belief, the Company has initiated significant measures for making disclosures in the Annual Report 2012-2013.

2. Board of Directors

- Composition

The Company has an Executive Chairman and the number of independent Directors are more than 50% of the total number of directors.
During the year, 2012-2013, the Board met 7 times on following dates, namely 6th April 2012, 27th June 2012, 29th June 2012, 30th July 2012, 30th October 2012, 22nd January 2013 and 30th January 2013.
The names and categories of the Directors on the Board, their attendance at Board Meetings during the year and at the last Annual General Meeting, as also the number of Directorships and committee memberships held by them in other companies are given below :

Name	Category	Attendance Particulars		No. of Other Directorship and Committee Member /Chairmanship		
		Board Meeting	AGM	Other Directorship	Committee Membership	Committee Chairmanship
Ashok Mittal	Chairman, Executive, Not Independent	7	Yes	2	1	NIL
Rakesh Mittal	Director, Non-Executive, Not Independent	7	Yes	3	NIL	NIL
Anil Kumar Agarwal	Director, Executive, Not Independent	7	Yes	6	2	NIL
Ramesh Chand Agarwal	Director, Non Executive, Independent	4	Yes	None	2	1
Dr. Shambhu Dayal Agarwal	Director, Non Executive, Independent	4	Yes	None	1	1
Madan Mohan Agarwal	Director, Non Executive, Independent	4	Yes	None	NIL	1
Shalabh Singh	Director, Non Executive, Independent	3	Yes	None	1	NIL

3. Audit Committee

The Audit Committee consisted of three Directors viz. Mr Madan Mohan Agarwal as Chairman, Dr. Shambhu Dayal Agarwal and Mr Ramesh Chand Agarwal as members.
The terms of reference specified by the Board for the Audit Committee are as follows :

- To review the Company's financial reporting process and its financial statements.
- To review the accounting and financial policies and practices.
- To review the efficiency of the internal control mechanism and monitor risk management.
- Policies adopted by the company and ensure compliance with regulatory guidelines.
- To review report furnished by the Statutory Auditors and ensure suitable follow-up thereon.

All the three Committee members have attended all the three Audit Committee meetings held during the year.

4. Remuneration Committee

- Terms of Reference

- To review, assess and recommend the appointment of Whole-Time Directors
- To periodically review the remuneration package of Whole Time Directors and recommend suitable revision to the Board.

- Composition

The Remuneration Committee consisted of three Directors viz. Dr. Shambhu Dayal Agarwal as Chairman, Mr Ramesh Chand Agarwal and Mr. Anil Kumar Agarwal as members.

- 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 2012-2013 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	336000	Nil	Nil	336000
Ramesh Chand Agarwal	Nil	2000	Nil	2000
Dr. Shambhu Dayal Agarwal	Nil	2000	Nil	2000
Madan Mohan Agarwal	Nil	2000	Nil	2000
Shalabh Singh	Nil	1500	Nil	1500

5. Shareholders and Investors Grievance Committee

Shareholders and Investors Grievance Committee which comprises of Mr. Ramesh Chand Agarwal as Chairman, Mr. Ashok Mittal and Mr. Anil Kumar Agarwal as Member. The Committee approves the Share Transfers and issue of duplicate shares certificates if any. The Committee also takes note of dematerialisation requests received from shareholders and Beetal Financial and Computer Services Pvt. Ltd. who are the Registrars and Share Transfer Agent of the Company. Details of Share Transfers/transmissions approved by the committee are placed at the Board Meetings from time to time.

- Compliance Officer

Mr. Anil Kumar Agarwal, Whole Time Director of the Company is compliance officer.

There were no complaints from investors outstanding at the beginning of the year or received during the year ended 31.03.2013.

- Pending Share Transfer

During the year ended 31st March 2013 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 500 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.

6. General Body Meetings

The last three Annual General Meetings of the Company were held as under :-

AGM 18th	16-B/9, Dev Nagar, D.B. Gupta Road, Karolbagh New Delhi	25-09-2010	11.30 A.M.
AGM 19th	16-B/9, Dev Nagar, D.B. Gupta Road, Karolbagh New Delhi	12-09-2011	11.30 A.M.
AGM 20th	16-B/9, Dev Nagar, D.B. Gupta Road, Karolbagh New Delhi	22-09-2012	11.30 A.M.

7. Disclosures

a. Disclosure on materially significant related party transactions i.e. Transactions of the Company of material nature, with its promoters or the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large :

There are no materially significant related party transactions made by the Company with its promoters, Directors or the management.

The details of related party transactions are given in Note No '28' of the Notes forming part of the Balance Sheet and Profit & Loss Statement.

b. Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets during last three years.

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8. Means of Communications

The Board of Directors of the Company approves and takes on record the unaudited financial results in the Performa prescribed by the Stock Exchange, Mumbai, within one month of close of the quarter/half year and announces forthwith results to The Mumbai Stock Exchanges where the shares of the Company are listed. Further, the quarterly results in the prescribed Performa are published within 48 Hours in The Financial Express & Rashtriya Sahara. The annual Audited Results of the Company are likewise communicated in the prescribed Performa to all the Stock Exchanges where the shares of the Company are listed.

ANNA INFRASTRUCTURES LIMITED

9. General Shareholders Information

(a)	Date, Time and Venue of the Annual General Meeting	September 21, 2013 at 11.30 A.M. At 16-B/9, Dev Nagar, D.B. Gupta Road, Karolbagh, New Delhi-110005.
(b)	Financial Year	April To March
(c)	Date of Book closure	20th September, 2013 To 21st September, 2013 (inclusive of both days)
(d)	Dividend Payment Date	Not Applicable
(e)	Listing on Stock Exchange	(i) The Stock Exchange Mumbai P.J. Towers, Fort, Mumbai. The Company has paid upto date listing Fees to the above Stock Exchange.
(f)	Stock Code	530799 on the Mumbai Stock Exchange INE336D01014 Demat ISIN No. in NSDL & CDSL
(g)	Registrars and Share Transfer Agents	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 99, Madangir, New Delhi-110062. Tel. : 011-29961281-82, Fax : 011-29961284 E-mail : beetal@beetalfinancial.com
(h)	Address for Correspondence	Investor Correspondence may be addressed to any of the following : Registrar and Share Transfer Agent : Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 99, Madangir, New Delhi-110062. Tel. : 011-29961281-82, Fax : 011-29961284 E-mail : beetal@beetalfinancial.com Or Corporate Office of the Company Anna Infrastructures Limited E-14/6,Shanta Tower, First Floor, Sanjay Place, Agra – 2 Tel.: 0562-2526650, 2527004, E-mail: annainfra@gmail.com

(i) Stock Market Data (BSE)

Period	High (Rs)	Low (Rs)	Volume of Shares traded (Nos)
April 2012	NA	NA	NIL
May 2012	NA	NA	NIL
June 2012	17.20	16.35	400
July 2012	15.55	14.10	268
August 2012	14.10	14.10	14
September 2012	NA	NA	NIL
October 2012	13.40	13.40	135
November 2012	13.00	13.00	2080
December 2012	12.36	11.73	2560
January 2013	12.32	12.32	147
February 2013	NA	NA	NIL
March 2013	12.32	11.71	141

10. Distribution of Shareholding as on 31.03.2013

Equity Shares Held	No. of Shareholders	% of Shareholders	No. of Shares Held	% of Shares Held
Upto 5000	640	69.72	118865	3.1280
5001-10000	51	5.56	41379	1.0889
10001-20000	60	6.54	88665	2.3333
20001-30000	39	4.25	103949	2.7355
30001-40000	14	1.53	53074	1.3967
40001-50000	24	2.61	110500	2.9079
50001-100000	39	4.25	310920	8.1821
100001 and above	51	5.56	2972648	78.2276
Total	918	100.00	3800000	100.0000

11. Categories of Shareholders as on March 31, 2013

Category	No. of Shares	% Shareholding
Promoters	2398138	63.109
Banks/Mutual Fund/Financial Institution/FII	NIL	NIL
Bodies Corporate	348494	09.171
NRI/OCB's	70	00.002
Clearing Member (Demat Transit)	NIL	NIL
Indian Public	1053298	27.718
Total	3800000	100.000