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ELEVENTH ANNUAL REPORT

2003-2004

BOARD OF DIRECTORS

Mr. T.N.T. Raajasekar - Managing Director

Mrs. Ananthi Raajasekar

Mr. A. Narayanamurthy

Mr. Er. T.S.R. Dhanasshekhar

BANKERS

Dhanalakshmi Bank Ltd. T. Nagar, Chennai - 600 017.

State Bank of India, Prakasam Road, T. Nagar, Chennai - 600 017.

AUDITORS

M/s. Vijayaraghavan & Associates, Chartered Accountants

Phone : 28264273, Fax : 2825 7223

LEGAL ADVISOR

Mr.P.B. Ramanujam

22, Bhagirathi Ammal Street, T. Nagar, Chennai - 600 017. Phone : 2834 0150

REGISTERED OFFICE :

Ananthi Rajendhiran House,

No. 26/G1, Crescent Park Street, T. Nagar, Chennai - 600 017.

Phone : 2432 6333, 2433 7333, 5212 7333, Fax : 2434 8333

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Ananthi Constructions Ltd.,**NOTICE :**

Notice is hereby given that the Eleventh Annual General Meeting of the Company will be held on Thursday the 23rd September 2004, at Royal Hall, No.1, 34th Street, 3rd Avenue, Ashok Nagar, Chennai - 600 083, at 10.00 a.m. to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the Audited Profit & Loss Account for the year ended 31st March 2004 and the Balance Sheet as on that date.
2. To appoint a director in place of Er. T.S.R. Dhanasshekhkar who retires by rotation, and Er. T.S.R. Dhanasshekhkar being eligible offers himself for reelection.
3. To appoint the Auditors of the Company and fix their remuneration.

REGISTERED OFFICE :

Ananthi Rajendhiran House,
26/G1, Crescent Park Street,
T. Nagar, Chennai - 600 017.
30-05-2004

By order of the Board
T.N.T. Raajasekar
Managing Director

1. The Share Transfer register and the register of members shall remain closed from 18th September 2004 to 23rd September 2004 (both days inclusive)
2. The members are requested to notify any change in the address to the Company's Registered Office.
3. The members are requested to bring their Annual Report along with them as extra copies will not be supplied.
4. A member entitled to attend and vote is entitled to appoint one (or) more proxies to attend and vote instead of himself. Such proxy (or) proxies should be lodged with the company note later than 48 hours before the commencement of the meeting.

DIRECTORS REPORT

To the Members

Your Directors have pleasure in presenting their Eleventh Annual Report together with the Audited Accounts for the year ended 31st March 2004.

FINANCIAL RESULTS :	Rs. in Lacs	Rs. in Lacs
Loss before depreciation and Taxes	19.05	68.55
Add : Depreciation	2.62	2.79
Loss : After Depreciation	21.67	71.34
Less : Provision for Tax	1.25	Nil
Loss	22.93	71.34
Previous year's Loss transferred	49.11	(-) 22.23
Loss Transferred to Balance Sheet	72.64	49.11

OPERATIONS :

The company completed its project at Jafferkhanpet, and booked all the flats, despite depressed market conditions. The company during the year under review was concentrating on the constructions activity and undertook few contracts. The activities of promoting the flats was no more attractive, and hence the directors decided to adopt wait and watch strategy till the market stabilises. The unprecedented rise in land prices had also, influenced the decision taken by the directors.

The directors have pleasure to state that there was substantial increase in turnover and good reduction in the loss as compared to earlier year. The directors are hopeful of earning better profits in the ensuing year.

DIVIDENDS :

The Directors have not recommended any dividend for the year in view of loss.

DIRECTORS :

Er. T.S.R. DHANASSHEKHAR retires at this meeting by rotation and is eligible for reappointment.

AUDITORS :

M/s. VIJAYARAGHAVAN & ASSOCIATES, the present Auditors retire at this meeting. They have furnished a certificate under section 224 (1) of the Companies Act, 1956 of their eligibility for re-appointment.

DISCLOSURE OF PARTICULARS

There were no inflow of Foreign Exchange during the year under report and outflow was Rs. Nil. The company is not listed in the Schedule to furnish information as required under the companies (Disclosure of particulars in the Report of Directors) rule 1988.

There were no unclaimed or overdue deposits.

No employee is covered under section 217 (2A) of the Companies Act 1956.

DIRECTOR'S RESPONSIBILITY STATEMENT PURSUANT OF SECTION 217 (2AA) OF THE COMPANIES ACT, 1956.

The Directors hereby confirm :

- i) that in the preparation of the annual accounts, the applicable accounting standard had been followed along with proper explanation relating to material departures;
- ii) that the directors had selected such accounting policies and applied them consistently and made judgement 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 profit or loss of the Company for the Period.
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) that the directors had prepared the annual accounts on a going concern basis.

INDUSTRIAL RELATION :

The Directors wish to place on record their sincere appreciation for the co-operation given by the employees of the company and the industrial community.

Place : Chennai
Date : 30-05-2004

For and on behalf of the Board
T.N.T. Raajasekar
Managing Director

**COMPLIANCE CERTIFICATE FROM AUDITORS OF THE COMPANY
(Under Clause 49 of the Listing Agreement)**

To the Members of Ananthi Constructions Ltd.

We have examined the compliance of conditions of Corporate Governance by Ananthi Constructions Ltd., for the year ended on 31.03.2004, as stipulated in clause 49 of the Listing Agreement of the said company with stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement. We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the shareholders / investors relations committee.

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

**For Vijayaraghavan & Associates
Chartered Accountants**

Place : Chennai
Date : 30-05-2004

**P.B. Vijayaraghavan
Partner**

Ananthi Constructions Ltd.

REPORT ON CORPORATE GOVERNANCE FOR THE YEAR ENDED March 31st , 2004

Company's Code of Corporate Governance

(As required by Clause-49 of the Listing Agreement of the Stock Exchanges)

1) COMPANY'S PHILOSOPHY

The Company firmly believes in and has consistently endeavored to practice good Corporate Governance.

The Company firmly believes in the values of transparency, professionalism and accountability in its dealings with its customers, dealers, employees, shareholders and with every individual who comes in contact with the company. The Company believes that effective systems and practices alone can enhance the Corporate Performance.

2) BOARD OF DIRECTORS

Composition of Board:

The Company administration is kept under the Direct Supervision of Executive and Independent Directors during the period ended 31st March 2004.

COMPOSITION OF BOARD AS ON 30.05.04

Name	Status	Board meeting attendance	Attendance at previous AGM held on 02.09.2003
T.N.T.Raajasekar	Executive	4	Yes
A.Narayana Murthy	Independent	4	Yes
Ananthi Raajasekar	Executive	4	Yes
TSR . Dhanasshekhar	Independent	3	Yes

None of the Directors is holding any position or member of any committee, in any other company. No remuneration is being paid to any Director of the Company.

Board Meetings held during the year 2003-2004:

During the year 2003-2004 four Board Meetings were held on 27.05.2003, 31.07.2003, 28.10.2003 & 27.01.2004

3. BOARD COMMITTEES:

The Board has set up the following committees as per the requirements of the code of Corporate Governance.

a. Audit Committee:

A. Narayana Murthy is the Chairman of the Committee and other members are TSR. Dhanassekhar and Ananthi Raajasekar. The representative of Statutory Auditors and Internal Auditors are invitees to the meetings of the Audit Committee. The role and terms of reference of the Audit Committee covers the areas mentioned under clause-49 of the Listing Agreement and Section 292A of the Companies Act 1956. This, inter alia, includes overseeing the financial reporting process and disclosure of financial information, reviewing any change in accounting policies and practices, compliance with accounting standards and reviewing the adequacy of internal control system.

b. Remuneration Committee :

Remuneration Committee, as contemplated under the listing agreement is not presently required and will be constituted in due course.

DIRECTORS REMUNERATION : Remuneration Policy .

No remuneration to whole time directors have been paid during this period.

c) Shareholders' Grievances Committee:

This Committee consists of TSR. Dhanasshekhar and Ananthi Raajasekar chaired by Mr. T.N.T. Raajasekar, Mrs. B.Banu was named as compliance officer. There were no compliant received from shareholders and Investors. The Committee has formulated good system to meet the compliant from shareholders immediately. There are no complaints or share transfers pending as on date.

4) GENERAL BODY MEETING :

Location and time of last three Annual General Meetings are as under:

YEAR	VENUE	DATE	TIME
2002-20003(10th)	Sishu Vihar Communication Centre, Luz Avenue Chennai - 600 004	02.09.2003	11 am.
2001-2002 (9th)	Sri Nidhi Mini Mahal No.4, 21st Street, Nanganallur, Chennai - 600 061	27.08.2002	10 a.m.
2000-2001(8th)	Nanganallur & Pazayanthangal Vattara Vyaparigal Sangam Thiumana Mandapam No.1, VOC Street, Moovarasanpet, Chennai - 600 091	07.09.2001	10 a.m.