

# **Ananthi Constructions Limited**

41/9, Medawallkkam Main Road  
Ganesh Nagar Madipakkam  
**Chennai - 600 091.**



**24<sup>th</sup> ANNUAL GENERAL MEETING**  
**30<sup>th</sup> AUGUST 2016**



**Name of the Company:** Ananthi Constructions Limited (CIN: L45201TN1992PLC023831)

**Registered Office:** 41/9, Medavakkam Main Road, Madipakkam at Chennai-600091

**Web:** [www.ananthis.com](http://www.ananthis.com)

**Board of Directors:**

1. Thangaraj Raajasekar, Managing Director
2. Radhakrishna Parakat Mahesh, Director
3. Pookat Prajeesh. Director
4. Dhanroop Betala, Director
5. Ananthi Raajasekar, Director
6. Kaliraja, Director

**Audit Committee:**

1. P. Magesh (Independent Director)  
(Chairperson of the Committee)
2. P.Prajeesh (Independent Director)
3. Kaliraja (Independent Director)

**Nomination & Remuneration Committee**

1. P. Magesh (Independent Director)  
(Chairperson of the Committee)
2. P.Prajeesh (Independent Director)
3. Kaliraja (Independent Director)

**Stakeholder Relationship Committee:**

1. P. Magesh (Independent Director)  
(Chairperson of the Committee)
2. P.Prajeesh (Independent Director)
3. Kaliraja (Independent Director)

**Statutory Auditors:** M/s Vijayaraghavan & Associates, Chartered Accountants, 31 Giri Street Chennai-17

**Share Transfer Agents :** Cameo Corporate Services Subramaniam Building 1 Club house Road Anna Salai Chennai 600 002 Phone 044 2846 0390 Email: [investor@cameoindia.com](mailto:investor@cameoindia.com)  
[www.cameoindia.com](http://www.cameoindia.com)

**Date of AGM:** 30<sup>th</sup> August, 2016

## NOTICE

Notice is hereby given that the twenty fourth Annual General Meeting of M/S. Ananthi Constructions Limited will be held on Wednesday the 30<sup>th</sup> August 2016 at 9.30 AM at Ambigai Mini Hall 59, Medavakkam Main Road, Keelkattalai at Chennai-600117 to transact the following business:

### ORDINARY BUSINESS:

#### 1. ADOPTION OF ACCOUNTS:

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2016 and the Profit & Loss Statement and the Cash Flow Statement for the year ended on that date together with Directors' Report and Auditor's Report thereon.

#### 2. REAPPOINTMENT OF DIRECTORS RETIRING BY ROTATION:

To appoint a Director in the place of Mr. Ms. ANANTHI RAAJASEKAR (DIN: 02900438) who is retiring by rotation and eligible for reappointment.

#### 3. RATIFICATION OF APPOINTMENT OF AUDITORS:

To ratify the appointment of auditors for the financial year 2016-17 and to fix their remuneration and in this connection 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 139, 141, 142, 143(B) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, the tenure of M/S. Vijayaraghavan & Associates (FR NO. 005699S), Chartered Accountants, Chennai, be and hereby ratified for the financial year 2016-17 at such terms and remuneration as may be agreed between the company and the auditors including reimbursement of out of pocket expenses incurred by them in connection to the Company's audit for the financial year 2016-17.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration payable to M/S. Vijayaraghavan & Associates (FR NO. 005699S), Chartered Accountants, Chennai, for the financial year 2016-17, subject to recommendation of the members of Audit Committee".

### SPECIAL BUSINESS

#### 1. SPECIAL RESOLUTION

To amend Memorandum of Association of the Company and in this connection to consider and if thought fit, to pass, with or without modification(s), the following resolutions.

#### CHANGE IN NAME OF THE COMPANY

"RESOLVED THAT Pursuant to Section 13(1) of the Companies Act 2013 and rules there to approval be and is here by accorded to change the name of the company from the existing,

"ANANTHI CONSTRUCTION LIMITED" to

"RAJENDRA CATERERS AND CONFECTIONERS LIMITED"

#### AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

#### CLAUSE I- NAME OF THE COMPANY

“RESOLVED THAT approval be and is her by accorded to alter Clause I of the Memorandum of Association of the Company from the existing,

**“ANANTHI CONSTRUCTION LIMITED” to**

**“RAJENDRA CATERERS AND CONFECTIONERS LIMITED”.”**

**CLAUSE III- OBJECTS CLAUSE**

“RESOLVED FURTHER THAT Pursuant to Section 13(1) of the Companies Act 2013 approval be and is here by accorded to substitute the existing Clause III Sub clauses (A), (B), (C) viz.,

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY

(B) THE OBJECTS THAT ARE INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS

(C) OTHER OBJECTS FOR WHICH THE COMPANY IS ESTABLISHED OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY, with the following object clause.

**AMENDED MEMORANDUM OF ASSOCIATION**

**III (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY**

1. To provide catering services both indoor and outdoor, conduct, provide the services of wedding planner, host organize parties, banquets, functions, events, shows, exhibitions, dramas, press conference and alike and arrange for food, beverage, tenting, decoration and other similar requirements pertaining to the above.
2. To develop, administer, own and run projects or enterprise or programmes for caterers, restaurants, other food and beverage service providers.
3. To carry on the business of process, produce. Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products in and outside India.
4. To carry in India or elsewhere the business to process. , prepare, disinfect, compound, mix, clean wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, collaborate, stockists, liasioner, middleman, export house, job worker or otherwise to deal in all types, descriptions, tastes, uses and packs of liquids, aerated, artificial and mineral waters, soft drinks, carbonated drinks, beverages, fruit juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, syrups, cream, cheese, butter, chocolates, toffees, fun foods, breakfast foods, instant foods, protein foods, cereal products, table delicacies etc. whether natural, artificial or synthetic.
5. To Carry on the business of manufacturers, producers, processors, buyers, sellers, distributors, commission agents and dealers in milk, cream, butter, ghee, cheese, condensed milk, milk powder, skimmed milk powder, ice creams, milk foods, baby foods, instant foods and milk products and milk preparation of all kinds.
6. To import and export all kinds & types of food products.

**III (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III ARE:**

- i. To enter into contracts, agreements and arrangements with any other Company, Firm or person in India or abroad on behalf of the Company for the objects for which the company is formed.

- ii. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns or undertakings or of any assets, properties, rights in connection with the business of the Company.
- iii. To establish and maintain Branch Offices and local registers and to procure recognition of the Company and to carry on business in any part of the world as are possessed by local Companies or partnerships or as may be thought desirable.
- iv. To amalgamate, enter into partnership or partially amalgamate with or acquire interests in the business of any other Company, person or Firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the Company, or enter into arrangement for sharing profits or for co-operation or for mutual assistance with any such person, Firm or Company to acquire the business of the Company or connected therewith any of the Company's property and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities so received.
- v. To acquire and undertake whole or any part of the business, property and liabilities of any person, firm or Company carrying on or proposing to carry on any business which the Company is authorized to carry on or possess property suitable for the purposes of the Company.
- vi. To nominate directors or managers of any Subsidiary Company of any other Company in which this Company is or may be interested.
- vii. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, circulars, by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donations.
- viii. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to promotion, formation and registration of the Company.
- ix. To pay all preliminary expenses of any Company promoted by the Company or any Company, in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owner of any business property acquired by any such Company.
- x. To pay for any rights or property acquired by the Company and to remunerate any person or Company for services rendered or to be rendered in placing of or in assisting to place of guaranteeing the placing of Shares in the Company's capital or debentures, debenture stock, or other securities of the Company in or about the formation or promotion of the Company, or the acquisition of property by the Company or the conduct of its business or otherwise for any purpose of the Company, whether by cash payment or by allotment of shares, debentures or other securities of the Company, credited as paid up in full or part or otherwise.
- xi. To open any kind of account in a Bank, and to make, draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, warrants, debentures and other negotiable instruments or transferable instruments or securities.
- xii. To carry out in any part of the world all or any of the Company's objects as principal, agent, contractor, or otherwise, and by or through agents or otherwise, and either alone or on conjunction with any person, firm, association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.

- xiii. To undertake and execute any trusts, the undertakings of which may seem to the Company desirable and either gratuitous or otherwise.
- xiv. To subscribe, acquire, take up, and hold shares, stocks, debentures, debenture stocks, bonds, obligations and other securities issued or guaranteed by any Company and to invest or guaranteed by any Government, Sovereign Ruler, Commissioner, public body or authority supreme, municipal, local or otherwise, whether in India or in any foreign country.
- xv. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India, and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and to maintain and to discontinue, such number of offices or agencies therein as may be convenient.”

## **2. ORDINARY RESOLUTION**

“RESOLVED THAT pursuant to section 13(1) of the Companies Act read with Rule 29(2) of the Companies (Incorporation) Rules 2014 Mr. THANGARAJ RAAJASEKAR is authorised to file the relevant form INC-24, approval for change of name by the registrar of Companies and the Central Government along with requisite document and attachments.”

“RESOLVES FURTHER THAT Pursuant to section 13(2) and Section 13(6) of the Companies Act 2013 Mr. THANGARAJ RAJASEKAR authorised file Form MGT 14 filling of special resolutions and form INC-28, filling of approval of change of name by the Central Government, with the Registrar of Companies, Chennai.”

By the Order of the Board  
For Ananthi Constructions Limited  
sd/  
**T.N.T.Raajasekar**  
Managing Director

**Regd.Office:**

No.41/9, Medavakkam Main Road, Ganesh Nagar,  
Madipakkam,  
Chennai-600091

**CIN: L45201TN1992PLC023831**

Phone: 044-22478333. E-mail: aclinfo100@gmail.com

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERD OFFICE OF THE COMPANY NOT LATER THAN 48(FORTY EIGHT) HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING; IN DEFAULT, THE INSTRUMENT OF PROXY SHALL BE TREATED AS INVALID.**
2. A person shall not act as a proxy on behalf of Members exceeding fifty in number and holding in the aggregate more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Register of Members and Share Transfer Registers will remain closed from 21<sup>st</sup> August' 2016 to 30<sup>th</sup> August' 2016 (both days inclusive) in connection with the Annual General Meeting.
4. Members/ Proxies should bring the attendance slip duly filled in and signed and has to be handed over the same at the entrance hall for attending the meeting. Members are requested to indicate their Folio no/ DP ID and Client ID numbers in the attendance slip.
5. As per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business to be transacted are annexed hereto.
6. Members are requested to furnish the details of their nomination (if not already sent) in the prescribed form to M/s. Cameo Corporate Services Limited, Chennai, the Registrars and Share Transfer Agent (RTA) of the company. The prescribed form can be obtained from the Company's Registrar and Share Transfer Agent.
7. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
8. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Managing Director of the Company

at least even days in advance of the meeting so that the information requested can be made readily available at the meeting.

9. In terms of the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, communicated vide General Circular No. 17/2011 dated 21-04-2011 read with General Circular No. 18/2011 dated 29-04-2011, the Annual Reports, notice of meetings and other statutory documents required to be furnished by the Company to the Members can be sent in electronic mode. For this purpose, the Members are requested to register their email addresses with the RTA for receiving the aforesaid information in electronic mode.

**10. Voting through Electronic Means:**

I. In compliance with the provisions of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 19<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

**The instructions for members for voting electronically are as under:-**

**In case of members receiving e-mail:**

The voting period begins on 27<sup>th</sup> august 2016 (9:00 am) and ends on 29<sup>th</sup> August 2016 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 23<sup>rd</sup> August 2016 (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. **In case of members receiving the physical copy: The instructions for shareholders voting electronically are as under:**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on Shareholders.
- (iii) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



(vi) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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 the PAN field.</li> <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>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

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

(viii) Members holding shares in physical form will then directly reach 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.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on the ANANTHI CONSTRUCTIONS LIMITED to vote.

(xi) 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.

- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xviii) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) Above to cast vote.
- (B) The voting cut off date is 23<sup>rd</sup> August 2016 and the E voting period begins on 27<sup>th</sup> August, 2016(9:00 am) and ends on 29<sup>th</sup> August 2016 (5:00 pm). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized