

20th
Annual Report
2011-12

ANNA
INFRASTRUCTURES
LIMITED

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 Shalabh Singh
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Auditors	Mehra Sanjay & Co Chartered Accountants Agra
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Bankers	Canara Bank Oriental Bank of Commerce
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Registered Office	C-3, Amar Colony Market, Ground Floor Entry Back Side, Lajpat Nagar-IV, New Delhi -110024
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Corporate Office	E-14/6, Shanta Tower, 1 st Floor, Sanjay Place, Agra – 282002. Tel. : 0562-2526650, 2527004. E-mail : annainfra@gmail.com Website : www.annainfra.com
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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
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ANNA INFRASTRUCTURES LIMITED

NOTICE

Notice is hereby given that the 20th 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, 22nd September, 2012 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, 2012 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 Rakesh Mittal who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Sri Madan Mohan Agarwal who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Dr. Shambhu Dayal Agarwal who retires by rotation, and being eligible, offers himself for re-appointment.
5. 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 21st September 2012 to 22nd September 2012 (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

Place : New Delhi
Date : 29th June 2012

Ashok Mittal
Chairman and WTD

Registered Office : C-3, Amar Colony Market, Ground Floor, Lajpat Nagar-IV, New Delhi – 110024.
Corporate Office : E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra – 282 002.

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, 2012.

FINANCIAL RESULTS

The financial results of the company are given below:-

	As At 31.03.2012 (Rs.)	As At 31.03.2011 (Rs.)
Profit before Tax, Interest & Depreciation	61,61,083	42,22,261
Less : Depreciation	6,04,553	6,14,260
Less : Finance Charges	13,12,949	12,00,793
Profit before Tax	42,43,581	24,07,208
Provision for Tax	13,15,716	7,53,545
Profit after Tax	29,27,865	16,53,663
Add : Balance B/f from last year	2,35,25,433	2,18,71,770
Profit available for appropriation	2,64,53,298	2,35,25,433
Appropriations:		
Balance carried to Balance Sheet	2,64,53,298	2,35,25,433
	2,64,53,298	2,35,25,433

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

(a) Industry Structure & Developments

During the FY 2011-2012 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, 2012 stood at Rs. NIL (Previous Year: Rs. NIL). There are Deposits amounting to Rs. NIL, which remained unclaimed and unpaid as on 31.03.2012 (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 Rakesh Mittal, Dr. Shambhu Dayal Agarwal and Shri Madan Mohan 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.

ANNA INFRASTRUCTURES LIMITED

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 Shalabh Singh 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 28 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 PARTICULARS 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 2012 and the Profit & Loss for the year ended 31st March 2012;
- (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

Place : New Delhi
Date : 29-06-2012

ASHOK MITTAL
chairman

Regd. Office : C-3, Amar Colony Market, GF, Lajpat Nagar-IV, New Delhi-24
Corp. Office : E-14/6, Shanta Tower, First Floor, Sanjay Place, Agra - 2

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 2011-2012.

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, 2011-2012, the Board met 6 times on following dates, namely 4th April 2011, 29th June 2011, 30th July 2011, 29th October 2011 and 30th January 2012, 19th March 2012.

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	6	Yes	2	1	NIL
Rakesh Mittal	Director, Executive, Not Independent	6	Yes	3	NIL	NIL
Anil Kumar Agarwal	Director, Executive, Not Independent	6	Yes	6	2	NIL
Ramesh Chand Agarwal	Director, Non Executive, Independent	4	Yes	None	1	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	4	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 Shalabh Singh 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.

ANNA INFRASTRUCTURES LIMITED

• 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 2011-2012 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	338000	Nil	Nil	338000
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	2000	Nil	2000

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 31.03.2012.

- Pending Share Transfer

During the year ended 31st March 2012 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 17 th	16-B/9, Dev Nagar, D.B. Gupta Road, Karolbagh New Delhi	19-09-2009	11.00 A.M.
AGM 18 th	16-B/9, Dev Nagar, D.B. Gupta Road, Karolbagh New Delhi	25-09-2010	11.30 A.M.
AGM 19 th	16-B/9, Dev Nagar, D.B. Gupta Road, Karolbagh New Delhi	12-09-2011	11.30 A.M.

7. Disclosures

- 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 6, in Note '21' of the Notes forming part of the Balance Sheet and Profit & Loss Statement.

- 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 Pioneer & Vir Arjun. 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.