

**22<sup>nd</sup>**  
***Annual Report***  
**2013-14**

ANNA  
INFRASTRUCTURES  
LIMITED

**BOARD OF DIRECTORS**

Mr. Ashok Mittal	:	Chairman
Mr. Rakesh Kumar Mittal	:	Director (Non Executive)
Mr. Anil Kumar Agarwal	:	Whole Time Director (Executive)
Mr. Ramesh Chand Agarwal	:	Independent Director
Mr. Shambhu Dayal Agarwal	:	Independent Director
Mr. Madan Gopal Agrawal	:	Independent Director

**BANKERS**

ORIENTAL BANK OF COMMERCE  
ICICI BANK

**AUDITORS**

M/s Mehra Sanjay & Co.,  
Chartered Accountants

**CORPORATE IDENTIFICATION NUMBER (CIN)**

**L65910DL1993PLC052061**

**LISTING OF EQUITY SHARES**

Bombay Stock Exchange Limited

**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, 1<sup>st</sup> Floor,  
Sanjay Place, Agra-282002  
Tel No. 0562-2527004

**WEBSITE & E-MAIL**

[www.annainfra.com](http://www.annainfra.com)  
[annainfra@gmail.com](mailto:annainfra@gmail.com)

**22<sup>ND</sup> ANNUAL GENERAL MEETING OF ANNA INFRASTRUCTURES LIMITED**

27<sup>th</sup> September, 2014

At 11:00 A.M.

At Basement of Maharaja Banquets,

Vikas Marg, Opp. V3S Mall (Near Radhu Cinema),

Delhi-110092

#### REGISTRAR AND SHARE TRANSFER AGENT

**Beetal Financial & Computer Services Private Limited**

**Beetal House, 99, Madangir,**

**New Delhi-110062**

**Tel No. : 011-29961281-84**

**Email : beetal@beetalfinancial.com**

CONTENTS	
Notice of 22 <sup>nd</sup> Annual General Meeting	1
Explanatory Statement Pursuant to Section 102 of Companies Act, 2013	6
Directors' Report	8
Report on Corporate Governance	11
Certificate on Corporate Governance	19
Whole Time Director and Chairman Certification	20
Compliance with Code of Conduct	21
Independent Auditors Report	22
Balance Sheet	26
Statement of Profit & Loss Account	27
Cash Flow Statement	28
Notes to Accounts	29
Attendance Slip & Proxy	40

As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the Meeting.

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 22nd Annual General Meeting of the Members of Anna Infrastructures Limited will be held on 27<sup>th</sup> Day of September, 2014 at 11:00 AM at Basement of Maharaja Banquets, Vikas Marg, Opp. V3S Mall (Near Radhu Cinema), Delhi-110092, to transact the following business:

**Ordinary Business:**

1. To consider and adopt the Audited Balance Sheet as on 31<sup>st</sup> March 2014, Profit and Loss Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Rakesh Kumar Mittal (DIN 00320523), who retires by rotation and being eligible, offers himself for re-appointment.
3. To reappoint M/s Mehra Sanjay & Co., Chartered Accountants, the retiring Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of section 139 of the Companies Act, 2013, M/s Mehra Sanjay & Co., Chartered Accountants, Agra (Firm Registration No 006381C) the retiring Auditors, be and are hereby appointed as Statutory Auditors of the Company for a period of three years commencing from the conclusion of this Annual General Meeting to the conclusion of the twenty fourth Annual General Meeting, on such as may be fixed by the Board of Directors on the recommendation of Audit Committee.”

**SPECIAL BUSINESS:**

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ramesh Chand Agrawal (DIN 00559731), who was appointed as a director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2014 up to March 31, 2019.”

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Madan Mohan Agarwal (DIN 01102150), who was appointed as a director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2014 up to March 31, 2019.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Shambhu Dayal Agarwal (DIN 02811635), who was appointed as a director liable to retire by rotation and whose terms expires at this Annual General Meeting and in respect of whom the Company has received notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company with effect from April 1, 2014 up to March 31, 2019.”

**Reg. Off :**

C-3, Amar Colony Market, Ground Floor,  
Entry Back Side, Lajpat Nagar-IV,  
New Delhi-110024  
CIN : L65910DL1993PLC052061

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

Sd/-  
(Ashok Mittal)  
Chariman

**Place : Delhi**

**Date : 31<sup>st</sup> May, 2014**

**NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) 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 person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
2. The instrument appointing the proxy(duly completed, stamped and signed) must be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. The relative Explanatory Statement, pursuant to Section 102(2) of the Companies Act , 2013 (corresponding to 173(2) of the Companies Act, 1956), in respect of the special business under Item No. 4 to 6 are annexed hereto.
4. The Register of Members and Transfer Books of the Company will be closed from 26<sup>th</sup> Day of September, 2014, to 27<sup>th</sup> Day of September, 2014, both days inclusive.
5. All documents referred to in the notice and the explanatory statement requiring the approval of the Members at the Meeting and other statutory registers shall be available for inspection by the Members at the registered office of the Company during office hours on all working days between 11.00 a.m. and 1.00 p.m. on all days except Saturdays, Sundays and public holidays, from the date hereof up to the date of the annual general meeting.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Beetal Financial & Computer Services Private Limited (Beetal) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Beetal.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Beetal for assistance in this regard.
8. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Beetal, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
9. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
10. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Beetal/Depositories.
12. In compliance with the provisions of section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice. The instructions for e-voting are as under:

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

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)

- (ii) Click on “Shareholders” tab.
- (iii) Now, select the “ANNA INFRASTRUCTURES LIMITED” from the drop down menu and click on “SUBMIT”
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) 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>
DOB#	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.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>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.</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant ANNA INFRASTRUCTURES LIMITED on which you choose to vote.

- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - 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.
  - The list of accounts 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.
  - 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.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 9:00 AM ON 21<sup>st</sup> September, 2014 and ends at 5:00 PM on 23<sup>rd</sup> September, 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 14<sup>th</sup> August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Reg. Off :**  
C-3, Amar Colony Market, Ground Floor,  
Entry Back Side, Lajpat Nagar-IV,  
New Delhi-110024  
**CIN : L65910DL1993PLC052061**

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

Sd/-  
**(Ashok Mittal)**  
Chairman

**Place : Delhi**  
**Date : 31<sup>st</sup> May, 2014**



**EXPLANATORY STATEMENT**  
(pursuant to Section 102(2) of the Companies Act, 2013)

**Item 4 to 6**

In accordance with relevant provisions of the Companies Act, 2013, appointment and tenure of the Independent Directors have come into effect as per the said provisions the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In the transition to the Companies Act, 2013, which is effective 1st April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is consistent with the provisions of Companies Act, 2013. In effect, the transition will be managed by re-appointing such Independent Directors for a period of one more term that does not exceed five years. With the above changes, the Company would not have any upper age limit of retirement of Independent Directors from the Board and their appointment and tenure will be governed by the provisions of Companies Act, 2013.

Mr. Ramesh Chand Agarwal, Mr. Madan Mohan Agrawal, Mr. Shambhu Dayal Agarwal will retire by rotation at the ensuing AGM as per the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. Ramesh Chand Agarwal, Mr. Madan Mohan Agrawal, Mr. Shambhu Dayal Agarwal, being eligible, offer themselves for appointment as Independent Directors on the Board of the Company. In line with the requirements of the Companies Act, 2013, it is therefore proposed to Mr. Ramesh Chand Agarwal, Mr. Madan Mohan Agrawal, Mr. Shambhu Dayal Agarwal, as Independent Directors on the Board of the Company for a term upto five consecutive years, commencing from 1<sup>st</sup> April, 2014. A brief profile of proposed Independent Directors, including nature of their expertise, is provided as follow:

**Mr. Madan Mohan Agrawal (DIN No. 01102150)**

Mr. Madan Mohan Agrawal is a Independent Director of the Company. He joined the Board of Directors of the Company in September, 2002.

Mr. Madan Mohan Agrawal, hold the decree of Bachelors' in Commerce and a practicing Chartered Accountant since 1982. He is the Chairman of Audit Committee.

**Mr. Shambhu Dayal Agarwal (DIN No. 02811635)**

Mr. Shambhu Dayal Agarwal is a Independent Director of the Company. He joined the Board of Directors of the Company in September, 2002.

Mr. Dayal by profession is a Doctor (M.B.B.S) and having reputed practice since 1967, almost having an experience of 42 years in the above field. He is the member of Audit Committee and also the chairman of Remuneration Committee.

**Mr. Ramesh Chand Agarwal (DIN No. 00559731)**

Mr. Ramesh Chand Agarwal is a Independent Director of the Company. He joined the Board of Directors of the Company in February, 1993.

Mr. Ramesh Chand Agarwal is under graduate running and handling the business of petroleum petroleum products. He is the Chairman of Shareholders/Investors' Grievance Committee.

Notices have been received from Members proposing candidature of the above Directors for the office of Independent Director of the Company. In the opinion of the Board, Mr. Ramesh Chand Agarwal, Mr. Madan Mohan Agrawal, Mr. Shambhu Dayal Agarwal fulfils the conditions specified in the Companies Act, 2013 and the Rules made thereunder for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of

the Company during business hours on any working day.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions. The Board commends the Ordinary Resolutions as set out at item no. 4 to 6.

**Reg. Off :**

C-3, Amar Colony Market, Ground Floor,  
Entry Back Side, Lajpat Nagar-IV,  
New Delhi-110024  
**CIN : L65910DL1993PLC052061**

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

Sd/-  
**(Ashok Mittal)**  
**Chairman**

**Place : Delhi**

**Date : 31<sup>st</sup> May, 2014**