



BOARD OF DIRECTORS

Mr. Ashok Kumar Mittal

Chairman
Non-Executive Director

Mr. Anil Kumar Agarwal

Whole Time Director

Mr. Rakesh Kumar Mittal

Non-Executive Director

Mr. Ramesh Chand Agarwal

Non-Executive Director

Mr. Shambhu Dayal Agarwal

Non-Executive, Independent Director

Mrs. Kusum Singhal

Non-Executive, Independent Director

Mr. Rhythm Garg

Non-Executive, Independent Director



BANKERS

Oriental Bank of Commerce

Syndicate Bank

Canara Bank



STATUTORY AUDITORS

M/s Vinay Bansal & Associates.

Chartered Accountants



CORPORATE IDENTIFICATION NUMBER (CIN)

L65910UP1993PLC070612

CORPORATE INFORMATION



REGISTRAR AND SHARE TRANSFER AGENT

Beetal Financial & Computer Services Private Limited

Beetal House-99, Madangir, New Delhi-110062

Tel. No.:011-29961281-84

E-mail: beetal@beetalfinancial.com



REGISTERED & CORPORATE OFFICE

Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower,
Sanjay Place, Agra-282002, Uttar Pradesh



LISTING OF EQUITY SHARES

Bombay Stock Exchange

Scrip ID: ANNAINFRA

ISIN: INE336D01014

Scrip Code: 530799



27th ANNUAL GENERAL MEETING OF ANNA INFRASTRUCTURES LIMITED

Date: 30th September, 2019

Time: 2:00P.M.

Venue: **Shop No. 1 & 3, E-14/6,
First Floor, Shanta Tower,
Sanjay Place, AGRA**

Email ID : annainfra@gmail.com

















Website : www.annainfrastructures.com

Telephone : 0562-2526650

CORPORATE INFORMATION



CONTENT

| | | |
|---|---|-------|
|  | NOTICE OF 27 th ANNUAL GENERAL MEETING | 4 |
|  | EXPLANATORY STATEMENT | 5-9 |
|  | DIRECTORS' REPORT | 10-28 |
|  | REPORT ON CORPORATE GOVERNANCE | 29-40 |
|  | CERTIFICATE ON CORPORATE GOVERNANCE | 41 |
|  | COMPLIANCE OF CODE OF CONDUCT | 42 |
|  | WHOLE-TIME DIRECTOR AND CFO CERTIFICATION | 43 |
|  | CERTIFICATION BY AUDITOR | 44 |
|  | CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS | 45 |
|  | INDEPENDENT AUDITORS REPORT | 46-53 |
|  | BALANCE SHEET | 54-55 |
|  | STATEMENT OF PROFIT & LOSS ACCOUNT | 56 |
|  | CASH FLOW STATEMENT | 57-58 |
|  | NOTES TO ACCOUNTS | 59-69 |
|  | ATTENDENCE SLIP & PROXY FORM | 70-71 |
|  | ROUTE MAP | 72 |



NOTICE OF 27TH ANNUAL GENERAL MEETING

Notice is hereby given that Twenty-Seventh Annual General Meeting of the Members of ANNA INFRASTRUCTURES LIMITED ('the Company') will be held on Monday, 30th September, 2019 at the Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, AGRA 282002 at 2:00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Annual Audited Financial Statement and Reports thereon

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2019 including audited Balance Sheet as at 31st March, 2019 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. Appointment of Director in place of those retiring by rotation

To Appoint a Director in place of Mr. Rakesh Kumar Mittal (DIN: [00320523](#)), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Mr. Vivek Agarwal (holding DIN: [06431839](#)) as an Independent Director.

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 149, 150 and Section 152 read with Schedule IV and all other provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI LODR Regulation, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Vivek Agarwal (holding DIN: [06431839](#))** who was appointed as an Additional Director of the Company by the Board of Directors with effect from August 1, 2019 pursuant to Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, and whose term of office expires at this ensuing Annual General Meeting and in respect of whom, the Company has received a notice from a member under Section 160 of the Companies Act 2013, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years with effect from the date of his appointment upto August 1, 2024, and that he is not liable to retire by rotation."

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

(Kanchan Agarwal)
Company Secretary
M.NO: A-33220

Agra, August 13, 2019

Registered Office:

Shop. No. 1 & 3, E-14/6, First Floor,
Shanta Tower, Sanjay Place,
Agra-282002



NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's registered office, not less than 48 hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions /authority as applicable. A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the share capital of the company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as proxy for any other person or shareholder.
2. As per the provisions of Regulation 36(3) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, information in case of new appointment / reappointment of Director(s).
3. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Company / Registrar.
- 4. Corporate members intending to send their authorized representative(s) to attend the meeting pursuant to the provisions of Section 113 of the Companies Act, 2013 are requested to send to the Company, a Certified True Copy of the relevant Board resolution together with specimen signatures of the authorized representative(s) to attend and vote on their behalf at the meeting.**
5. For convenience of the Members and for proper conduct of the Meeting, entry to the place of Meeting will be regulated by Attendance Slip, which is annexed to the Annual Report. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the entrance of the venue.
6. The Register of Members and the Share Transfer books of the Company will remain closed from Tuesday, 24th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
7. In terms of and in compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44(1) of SEBI (Listing Obligation & Disclosure Requirement) Regulations, 2015, the Company is pleased to offer remote e-voting facility as an alternate to all its Members to enable them to cast their vote electronically instead of casting the vote at the Meeting. The Members who have casted their votes by remote e-voting may participate in the Meeting even after exercising their right to vote through remote e-voting but they shall not be allowed to cast vote again at the Meeting. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their votes electronically. The Company is also providing facility for voting by Ballot at the Annual General Meeting apart from providing remote e-voting facility for all those members who are present at the general meeting but have not casted their votes by availing the remote e-voting facility.
8. The remote e-voting facility shall be opened Friday, 27th September, 2019 at 10:00 AM to Sunday, 29th September, 2019 at 5:00 PM, both days inclusive. The remote e-voting facility shall not be allowed beyond 5:00 p.m. on Sunday, 29th September, 2019. During the period when facility for remote e-voting is provided, the members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date/entitlement date, may opt for remote e-voting. Provided that once the vote on a resolution is casted by the member, he shall not be allowed to change it subsequently or cast the vote again.
9. The Notice of the Meeting is being placed on the website of the Company viz., www.annainfrastructures.com and on the website of CDSL viz., www.evotingindia.com.
- 10. Mr. Aditya Narayan Shrivastava, Advocate (Civil Court, Agra, Reg. No. 867/93)** has been appointed as a Scrutinizer for conducting the voting by Ballot at the Meeting and remote e-voting process in a fair and transparent manner.
11. The Scrutinizer shall, immediately after the conclusion of voting at the Meeting, first count the votes casted by Ballot at the Meeting, thereafter unblock the votes casted through remote e-voting in the manner provided in the Rules and make, not later than 3 days of conclusion of the Meeting, consolidated Scrutinizer's Report of remote e-voting and voting by Ballot at



the Meeting, of the total votes casted in favor or against, if any, to the Chairman of the Meeting and the Chairman or a person as may be authorized by him in writing shall declare the result of the voting forthwith and all the resolutions as mentioned in the Notice of the Meeting shall be deemed to be passed on the date of the Meeting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.annainfrastructures.com and on the website of CDSL at www.evotingindia.com, immediately after the results are declared by the Chairman.

- 12. The Company has fixed Monday, 23rd September, 2019, as the cutoff date/entitlement date for identifying the Shareholders for determining the eligibility to vote by electronic means or in the Meeting by Ballot. Instructions for exercising voting rights by remote e-voting are attached herewith and forms part of this Notice. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off/ entitlement date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting.
- 13. The Company has appointed BEETAL Financial & Computer Services Private Limited. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Share Registrars and Transfer Agents. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Share Registrars and Transfer Agents.
- 14. In accordance with the Companies Act, 2013 read with the Rules, the Notice of the Annual General Meeting along with the Annual Report for 2018-19 are sent by electronic mode to those members whose e-mail address 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 address, physical copies are being sent by the permitted mode.
- 15. The relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days between 12:00 noon to 3:00 p.m. upto the date of the Meeting.
- 16. The Annual Report of the Company will be made available on the Company's website at www.annainfrastructures.com and also on the website of BSE Limited at www.bseindia.com.

17. PROCEDURE AND INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY:

- (i) The voting period begins on Friday, 27th September, 2019 at 10:00 AM to Sunday, 29th September, 2019 at 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 (record date) of 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com.
- (iii) Click on "Shareholders" tab.
- (iv) Now, select the "ANNA INFRASTRUCTURES LIMITED" from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|------|---|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. • In case the sequence number is less than 8 digits enter the applicable number of O'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. |



| | |
|------------------------|---|
| 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# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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. |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant ANNA INFRASTRUCTURES LIMITED on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to 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 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 favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xxi) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to the special business mentioned in the accompanying notice.

Item No. 3

The Board of Directors of the company appointed pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the company, Mr. Vivek Agarwal as additional Directors of the company with effect from August 1, 2019

In terms of provisions of Section 161(1) of the act, Mr. Vivek Agarwal would hold office upto the date of the ensuing Annual General Meeting.

The company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Vivek Agarwal for the office of Independent Director of the company.

Mr. Vivek Agarwal are not disqualified from being appointed as directors in terms of Section 164 of the Act and have given their consent to act as a Director.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its board. As per the said Section 149, an independent director can hold office for a term up to 5 consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received a declaration from Mr. Vivek Agarwal that they meet the criteria of independence as prescribed under Sub-Section (6) of Section 149 of the act and under SEBI (LISTING OBLIGATIONS AND DISCLOUSER REQUIREMENTS) REGULATION, 2015.

In the opinion of the Board of Directors of the company Mr. Vivek Agarwal fulfil the conditions of the Companies Act, 2013 and rules made thereunder as Independent Directors and they are independent of the Management of the company.

The Board recommends the Ordinary Resolution set out at Item No. 3 for approval by shareholders.

Mr. Vivek Agarwal is interested and concerned in the resolutions mentioned in item Nos. 3 in the Notice. Other than Mr. Mr. Vivek Agarwal, no other Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolutions.



Additional information on Director(s) recommended for appointment/re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

➤ **In respect of Item No. 2**

Mr. Rakesh Kumar Mittal

Brief resume and nature of expertise

Mr. Rakesh Kumar Mittal holding DIN: 00320523 aged around 65 years is a Commerce Graduate having experience of around 25 years in infrastructural activities. Mr. Rakesh Kumar Mittal joined Anna Infrastructures Limited in May, 1999. Mr. Mittal was then designated as a Non-Executive Director of the Company. Mr. Mittal is well versed in the field of financial operations. He is keenly engaged into the business development and controls key strategic aspects of the business at Agra, India.

Disclosure of relationships between Directors *inter-se*

Relative of Mr. Ashok Kumar Mittal as being his elder brother.

Other Listed Companies in which Mr. Rakesh Kumar Mittal holds Directorship and Committee membership as on August 13, 2019

Nil

Shareholding in the Company as on August 13, 2019

5,10,500 shares

➤ **In respect of Item No. 3**

Mr. Vivek Agarwal

Brief resume and nature of expertise

Mr. Vivek Agarwal holding DIN: [06431839](#) aged around 39 years is a MBBS, MD (Obs & Gynae_, FIAR7 having experience of around 9 years. Mr. Vivek Agarwal joined Anna Infrastructures Limited in August, 2019. Mr. Agarwal was designated as a Non-Executive Director Additional Independent Director of the Company. Mr. Agarwal is well versed in the field of financial operations. He is keenly engaged into the business development and controls key strategic aspects of the business at Agra, India.

Disclosure of relationships between Directors *inter-se*

Relative of Mr. Ashok Kumar Mittal as being his sister son.

Other Listed Companies in which Mr. Rakesh Kumar Mittal holds Directorship and Committee membership as on August 13, 2019

Nil

Shareholding in the Company as on August 13, 2019

Nil

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

Agra, August 13, 2019

(Kanchan Agarwal)
Company Secretary
M.NO: A33220

Registered Office:

Shop. No. 1 & 3, E-14/6, First Floor,
Shanta Tower, Sanjay Place,
Agra-282002



DIRECTORS' REPORT

To,
The Members,
Anna Infrastructures Limited
Your Directors have the pleasure of presenting the Twenty Seventh Annual Report of the Company on the business and operations of the Company, together with Audited Statement of Accounts for the year ended March 31, 2019.

1. FINANCIAL RESULTS

The Company's performance during the financial year ended March 31, 2019 as compared to the previous financial year is summarized as below:

| | Current Year ended 31/03/2019 | Previous Year Ended 31/03/2018 |
|---|----------------------------------|-----------------------------------|
| | (In Rs.) | |
| Revenue from Operations before tax, interest & depreciation | 8,721,298.00 | 10,760,059.00 |
| Less: Depreciation | 799,236.00 | 799,236.00 |
| Less: Finance Charges | 166,455.00 | 277,615.00 |
| Profit Before Tax | 3,513,847.00 | 4,949,949.00 |
| Provision for Tax | 931,102.00 | 1,274,033.00 |
| Profit After Tax | 2,582,745.00 | 3,675,916.00 |
| Add: Balance brought forward from previous year | 40,297,506.00 | 36,621,590.00 |
| Profit available for appropriation | 42,880,251.00 | 40,297,506.00 |
| Balance to be carried forward to the balance sheet | 42,880,251.00 | 40,297,506.00 |

2. STATE OF COMPANY'S AFFAIRS

The Company is engaged in the activities of Lands for **Real Estate Development**. On the real estate development front, the Company develops residential, commercial, & social infrastructure projects. There was no change in the nature of business of the Company, during the year under review.

During the year under review, your Company's total revenue stood at Rs 9,224,410 as at 31st March, 2019 as compared to Rs. 11,168,996 as at 31st March, 2018.

At present the Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crore only) divided into 50,00,000 Equity Shares of Rs. 10/- each and the Paid-up Share Capital is Rs. 3,80,00,000/- (Rupees Three Crore Eighty Lacs only), divided into 38,00,000 Equity Shares of Rs. 10/- each.

3. DIVIDEND

Considering the market conditions, Company's performance was good during the year under review, but the Company wants to invest as much as possible into further growth so your Directors has recommended not to pay any dividend for the year under review.



4. TRANSFER TO RESERVES

It is not proposed to transfer any amount to reserves out of the profits earned during financial year ended 2018-19.

5. DEPOSITS

During the year under review, your Company did not accept any deposits in terms of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposit) Rules, 2014. As on April 1, 2018, no amounts were outstanding which were classified as 'Deposits' under the applicable provisions of Companies Act, 2013 and hence, the requirement for furnishing of details of deposits which are not in compliance with the **Chapter V** of the Companies Act, 2013 is not applicable.

6. SHARE CAPITAL

During the financial year under report, the Company has neither made any issue of equity shares with differential voting rights, sweat equity shares or under employee stock options scheme nor it has made any provision of money for purchase of its own shares by employees or by trustees for the benefit of employees.

7. DETAILS OF SUBSIDIARY / JOINT VENTURE / ASSOCIATE COMPANIES

As on 31st March, 2019, the Company does not have any subsidiary or joint venture and associate company.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Director retiring by rotation

Pursuant to Section 152 read with Section 149(13) of the Companies Act, 2013 and in accordance with the Article of Association of the Company, Mr. Rakesh Kumar Mittal, Non-Executive Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board of Directors recommends his re-appointment.

Independent Director

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act, 2013.

Woman Director

Pursuant to the provisions of Section 149, subsection (7) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Kusum Singhal holds position of a Non-Executive (Independent) Woman Director of the Company.

All of the Directors of the Company have confirmed that they are not disqualified under provisions of Section 164 of the Companies Act, 2013 from being appointed / continue to hold position of Directors of the Company.

Key Managerial Personnel

Mr. Narendra Kumar Singh continues to hold the position of Chief Financial Officer of the Company.

Miss Kanchan Agarwal continues to hold the position of Company Secretary cum Compliance Officer of the Company.



Remuneration Policy

The Company follows a policy on remuneration of Directors and Senior Management Employees. The policy has been approved by the Nomination & Remuneration Committee and the Board of Directors. More details on the same have been given in the Corporate Governance Report.

9. BOARD AND COMMITTEE MEETING

Number of Board Meetings

The Board of Directors met 10 times during the financial year ended March 31, 2019 in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, the details of which has been given in the Corporate Governance Report. Directors of the Company actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

Number of Committees Meeting

The Audit Committee met 4 times during the financial year ended March 31, 2019. The Stakeholders Relationship Committee met 4 times during the financial ended March 31, 2019. The nomination and remuneration committee met 1 times during the financial year ended March 31, 2019. Members of the Committees discussed the matter placed and contributed valuable inputs on the matters brought before.

Additionally, during the financial year ended March 31, 2019 the Independent Directors held a separate meeting in compliance with the requirements of Schedule IV of the Companies Act, 2013 and the provisions of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

10. COMMITTEES OF THE BOARD

Currently, the Company has three committees viz; Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee which has been established as a part of the better corporate governance practices and is in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The details with respect to the compositions, terms of reference, scope and powers, roles, meetings etc. of the relevant committees are given in detail in the Corporate Governance Report forming part of this Annual Report.

11. CORPORATE SOCIAL RESPONSIBILITY

During the financial year under report, your Company has not met the criteria laid down under the provisions of Section 135(1) of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and accordingly the provisions including but not limited up to constitution of Corporate Social Responsibility Committee and formulation / implementation of a policy on Corporate Social Responsibility are not applicable to the Company.

12. PERFORMANCE EVALUATION OF THE BOARD

In accordance with the provisions of Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule IV of the Companies Act, 2013, evaluation of performance of Independent Directors by the Non Independent Directors and review of performance of Non Independent Directors and the Board as a whole by the Independent Directors was made during the financial year under report. The Directors were satisfied with the evaluation results, which reflected the overall engagement of the Board and its Committees with the Company.

This may be considered as a statement under provisions of Section 134(3)(p) of the Companies Act, 2013 and Rule 8(4) of the Companies (Accounts) Rules, 2014.

More details on the evaluation mechanism are given in the Corporate Governance Report.



13. VIGIL MECHANISM FOR THE DIRECTORS AND EMPLOYEES

The Company has established a vigil mechanism, through a Whistle Blower Policy, where Directors and employees can voice their genuine concerns or grievances about any unethical or unacceptable business practice. A whistle-blowing mechanism not only helps the Company in detection of fraud, but is also used as a corporate governance tool leading to prevention and deterrence of misconduct.

It provides direct access to the employees of the Company to approach the Compliance Officer or the Chairman of the Audit Committee, where necessary. The Company ensures that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment or victimization.

The Whistle Blower Policy is disclosed on the website of the Company at www.annainfrastructures.com.

14. RISK MANAGEMENT POLICY

The Company has developed and implemented a Risk Management Policy to meet the risks associated with the business of the Company. Business risk evaluation and management is an ongoing process within the Company. The assessment is periodically examined by the Risk Management Audit Committee of the Board.

15. PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS UNDER SECTION 186

The details of loans given, investments made, guarantees given and securities provided under Section 186 of The Companies Act, 2013 are as under:

| Name of Borrower | Amount of Loan as on 31.03.2019 | Rate of Interest on which loan given | Limit Passed by Board Resolution |
|------------------|---------------------------------|--------------------------------------|----------------------------------|
| - | - | - | - |

16. PARTICULARS OF CONTRACTS OR ARRANGEMENT WITH RELATED PARTIES

All related party transactions that were entered during the financial year under report were in the ordinary course of business of the Company and were on arm’s length basis. There were no materially significant related party transactions entered by the Company with its Promoters, Directors, Key Managerial Personnel or other persons, which may have a potential conflict with the interest of the Company.

Since no material related party transactions were entered by the Company and all the transactions entered into by the Company with its related parties were in the ordinary course of business and on an arm’s length basis, disclosure in the Form AOC-2 is not required to be given.

17. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls related to financial statement. During the year, such controls were tested and no reportable material weaknesses were observed by Internal Auditors of the Company for inefficiency or inadequacy of such controls. Some of the controls are outlined below:

- The Company has adopted accounting policies, which are in line with the Accounting Standards and other applicable provisions of the Companies Act, 2013;
- Changes in polices, if any, are approved by the Audit Committee in consultation with the Auditors;
- In preparing the financial statement, judgment and estimates have been made based on sound policies. The basis of such judgments and estimates are approved by the Auditors and the Audit Committee.



18. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended March 31, 2019 made under the provisions of Section 92(3) of the Act is attached as **Annexure I** which forms part of this Report.

19. PARTICULARS OF EMPLOYEES AND REMUNERATION

Your Directors appreciate the significant contribution made by the employees to the operations of your Company during the period.

The information required on particulars of employees as per Section 197(12) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is given in a separate **Annexure II** to this Directors' Report.

As per the provisions contained in the proviso to Section 136(1) of the Companies Act, 2013, the aforesaid particulars are not being sent as a part of this Annual Report. Any Member interested in obtaining a copy of the same may write to the Company Secretary at the registered office of the Company.

20. AUDITORS

The matters related to Auditors & their Reports are as under:

Statutory Auditors

In terms of Section 139 of the Companies Act, 2013, M/s Vinay Bansal & Associates, Chartered Accountants have been appointed as Statutory Auditor of the Company in the 25th Annual General Meeting held on September 26, 2017 for 5 years and same was confirmed by the Shareholders at 26th Annual general Meeting pursuant to Section 40 of the Companies (Amendment) Act, 2017 as notified by Ministry of Corporate Affairs vide its notification dated May 7, 2018.

Secretarial Auditors

As required under provisions of Section 204 of the Companies Act, 2013 and Rules framed thereunder, the Board has re-appointed the existing Secretarial Auditors of the Company, M/s Satyendra Sharma & Associates, Practicing Company Secretaries, for conducting the Secretarial Audit for the FY 2019-20.

The Report in respect of the Secretarial Audit carried out by M/s Satyendra Sharma & Associates, Practicing Company Secretaries, in Form MR-3 for the Financial Year 2018-19 forms part of this report as **Annexure III**. The said report does not contain any adverse observation or qualification or modified opinion requiring explanation or comments from the Board under Section 134 (3) of the Companies Act, 2013.

Internal Auditors

In accordance with the provisions of Section 138 of the Companies Act, 2013 and Rules framed thereunder, your Company has appointed Mr. Atul Kakkar, Chartered Accountant, Proprietor, as the Internal Auditors of the Company and takes his suggestions and recommendations to improve and strengthen the internal control systems. His scope of work includes review of operational efficiency, effectiveness of systems & processes, compliances and assessing the internal control strengths in all areas.

The Audit Committee reviews adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening of the Company's risk management policies and systems.



21. MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments, affecting the financial position of the Company which has been occurred between the end of the financial year i.e. March 31, 2019 and the date of signing of the Directors' Report i.e. August 13, 2019.

22. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In order to prevent sexual harassment of women at work place a new act The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been notified on 9th December, 2013. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy. During the year Company has not received any complaint of harassment.

23. LISTING

Presently, the equity share capital of your Company is listed at the Bombay Stock Exchange Limited (Scrip Code: 530799). The Company's equity shares are available for trading in demat form by all the investors on BSE which is having trading terminals in various cities affording to the investors convenient access to trade and deal in the Company's equity shares across the country.

The Company is regular in complying with the requirements of the Listing Agreement / Regulations and has duly paid the requisite Listing Fees to the Bombay Stock Exchange Limited.

24. CODE OF CONDUCT

The Board has laid down a Code of Conduct ("Code") for Board Members, Managerial Personnel and for Senior Management Employees of the Company. This Code has been posted on the Company's website at www.annainfrastructures.com. All the Board Members and Senior Management Personnel have affirmed compliance with this Code. A declaration by the Managing Director to this effect forms part of the Corporate Governance Report.

The Board has also laid down a Code of Conduct for Independent Directors pursuant to Section 149(8) and Schedule IV to the Companies Act, 2013 via terms and conditions for appointment of Independent Directors, which is a guide to professional conduct for Independent Directors and has been uploaded on the website of the Company at following web link www.annainfrastructures.com.

25. CORPORATE GOVERNANCE

Your Company practices a culture that is built on core values and ethical governance practices and is committed to transparency in all its dealings. A Report on Corporate Governance along with a Certificate from Statutory Auditors of the Company regarding compliance of conditions of Corporate Governance, as stipulated under provisions of Regulation 34(3) and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

26. MANAGEMENT AND DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis report has been separately furnished in the Annual Report and forms a part of the Annual Report.



27. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The disclosures required to be made under the provisions of Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption and foreign exchange earnings and outgo are not applicable to the Company as the Company being Infrastructure Company, neither involved in any manufacturing processing, nor any of its transactions involves foreign exchange earnings and outgo.

28. DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134(5) of the Companies Act, 2013, in relation to the audited financial statements of the Company for the year ended March 31, 2018, the Board of Directors hereby confirms that:

1. In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. The Directors had selected such accounting policies have been selected and applied consistently and the Directors 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 on March 31, 2018 and of the profits of the Company for the year ended on that date;
3. The Directors had taken proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Directors has prepared annual accounts of the Company have been prepared on a going concern basis;
5. The Directors had laid down internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and were operating effectively;
6. The Directors had devised proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS AND APPRECIATION

Your Directors take this opportunity to express their deep and sincere gratitude to the Clients, Customers and Shareholders of the Company for their trust and patronage, as well as to the various Bankers, Reserve Bank of India, Securities and Exchange Board of India, Bombay Stock Exchange, Government of India and other Regulatory Authorities for their continued co-operation, support and guidance.

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

Agra, August 13, 2019

(Ashok Kumar Mittal)
Chairman
DIN: 00320504

Registered Office:

Shop. No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place,
Agra-282002

CIN: L65910UP1993PLC070612

Telephone: + 0562-2527004

Email ID : annainfra@gmail.com

Website : www.annainfrastructures.com

**ANNEXURE I****EXTRACT OF ANNUAL RETURN (MGT-9)**

As on financial year ended on March 31, 2019

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

| | | |
|----|--|--|
| 1. | Corporate Identification Number (CIN) | L65910UP1993PLC070612 |
| 2. | Registration Date | 08/02/1993 |
| 3. | Name of the Company | ANNA INFRASTRUCTURES LIMITED |
| 4. | Category/Sub-Category of the Company | Company Limited by Shares/Indian Non- Government Company |
| 5. | Address of the Registered office and contact details | <i>Shop. No. 1 &3, E-14/6, Shanta Tower, First Floor, Sanjay Place, Agra-282002 (Uttar Pradesh)</i> Email: annainfra@gmail.com |
| 6. | Whether listed company | Yes |
| 7. | Name, Address and Contact details of Register and Transfer Agent | BEETAL Financial & Computer Services Pvt Ltd. BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi - 110062 Ph : 011-29961281-283, Fax : 011-29961284 Email ID :beetalrta@gmail.com |

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

| S. No. | Name and Description of main products/ services | NIC Code of the Product/service | % to total turnover of the company |
|--------|---|---------------------------------|------------------------------------|
| 1. | Construction and Real Estate Development | 4100 | 100 |

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

| S. No. | Name and Address of the Company | CIN/GLN | Holding/ Subsidiary/ Associate | % of shares held | Applicable Section |
|--------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 1. | - | - | - | - | - |



IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

| Category of Shareholders | No. of Shares held at the beginning of the year i.e. 01.04.2018 | | | | No. of Shares held at the end of the year i.e. 31.03.2019 | | | | % Changes during the year |
|--|--|----------|----------------|-------------------|--|-------------|----------------|-------------------|---------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/ HUF | 2497638 | 0 | 2497638 | 65.72 | 2497638 | 6500 | 2504138 | 65.89 | +0.17 |
| b) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| c) State Govt(s) | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| d) Bodies Corp. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| e) Bank/FI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| f) Any Other Directors & their relatives, societies, partnership firm, RBI | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (A) (1) | 2497638 | 0 | 2497638 | 65.72 | 2497638 | 6500 | 2504138 | 65.89 | +0.17 |
| (2) Foreign | | | | | | | | | |
| a) NRIs –Individual | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Other- Individuals | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| c) Bodies Crop. | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) Banks/FI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Any Other Directors & their relatives, societies, partnership firm, RBI | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Sub-total (A) (2) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| Total Shareholding of Promoter (A) = (A)(1)+(A)(2) | 2497638 | 0 | 2497638 | 65.72 | 2497638 | 6500 | 2504138 | 65.89 | +0.17 |
| B.Public Shareholding | | | | | | | | | |
| 1. Institutions | | | | | | | | | |
| a) Mutual Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| b) Banks/FI | 4000 | 0 | 4000 | 0.1053 | 4000 | 0 | 4000 | 0.1053 | 0 |
| c) Central Govt. | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0.00 | 0.00 |
| d) Sate Govt.(s) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| e) Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| f) Insurance Companies | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| g) FIs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| h) Foreign Venture Capital Funds | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |



| Category of Shareholders | No. of Shares held at the beginning of the year i.e. 01.04.2018 | | | | No. of Shares held at the end of the year i.e.31.03.2019 | | | | % Changes during the year |
|--|--|---------------|----------------|-------------------|---|---------------|----------------|-------------------|---------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| i) Others (specify) | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| (i-a) Foreign Portfolio Investor -II | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0 | 0 |
| Sub-total (B) (1) | 4000 | 0 | 4000 | 0.1053 | 4000 | 0 | 4000 | 0.1053 | 0.00 |
| 2.Non- Institutions | | | | | | | | | |
| a) Bodies Corp. | 338964 | 0 | 338964 | 8.9201 | 338221 | 0 | 338221 | 8.90 | -0.0201 |
| i) Indian | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| ii) Overseas | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| b) Individual | 0 | 0 | 0 | 0.00 | 0 | 0 | 0 | 0.00 | 0.00 |
| i) Individual shareholders holding nominal share capital uptoRs. 1 lakh | 13000 | 291800 | 304800 | 8.02 | 13000 | 228600 | 241600 | 6.35 | -1.67 |
| ii) Individual shareholders holding nominal share capital in excess of Rs. 1lakh | 67815 | 580957 | 648772 | 17.07 | 68258 | 637957 | 706215 | 18.58 | +1.51 |
| c) Other (specify) | 3407 | 0 | 3407 | 0.0897 | 3407 | 0 | 3407 | 0.0897 | 0 |
| (c-i) Clearing Members | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| (c-ii) Non-Resident Indians | 2419 | 0 | 2419 | 0.06 | 2419 | 0 | 2419 | 0.06 | 0 |
| Sub-total (B) (2):- | 425605 | 872757 | 1298362 | 34.1674 | 425305 | 866557 | 1291862 | 33.99 | -0.17 |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | 429605 | 872757 | 1302362 | 34.2727 | 429305 | 866557 | 1295862 | 34.10 | -0.17 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 2927243 | 872757 | 3800000 | 100 | 2926943 | 873057 | 3800000 | 100 | 0.00 |



(ii) Shareholding of Promoters

| S.No | Name of Shareholders | No. of Shares held at the beginning of the year i.e. 01.04.2018 | | | No. of Shares held at the end of the year i.e. 31.03.2019 | | | % change in shareholding during the year |
|------|--------------------------|---|----------------------------------|--|---|----------------------------------|--|--|
| | | No. of Shares | % of total Shares of the company | % of Shares Pledged/encumbered to total shares | No. of Shares | % of total Shares of the company | % of Shares Pledged/encumbered to total shares | |
| 1 | Ramesh Chand Agarwal | 71,510 | 1.8818 | NIL | 71,510 | 1.8818 | NIL | NIL |
| 2 | Ashok Kumar Mittal | 3,29,910 | 8.6818 | NIL | 3,29,910 | 8.6818 | NIL | NIL |
| 3 | Aditi Agarwal | 14,800 | 0.3895 | NIL | 14,800 | 0.3895 | NIL | NIL |
| 4 | Akrati Gupta | 15,500 | 0.4079 | NIL | 15,500 | 0.4079 | NIL | NIL |
| 5 | Alka Agarwal | 36,628 | 0.9639 | NIL | 36,628 | 0.9639 | NIL | NIL |
| 6 | Amit Mittal | 3,88,200 | 10.2158 | NIL | 3,88,200 | 10.2158 | NIL | NIL |
| 7 | Anil Kumar Agarwal | 52,600 | 1.3842 | NIL | 52,600 | 1.3842 | NIL | NIL |
| 8 | Anju Mittal | 73,100 | 1.9237 | NIL | 73,100 | 1.9237 | NIL | NIL |
| 9 | Beena Agarwal | 24,800 | 0.6526 | NIL | 24,800 | 0.6526 | NIL | NIL |
| 10 | Krishna Devi Agarwal | 1,100 | 0.0289 | NIL | 1,100 | 0.0289 | NIL | NIL |
| 11 | Manish Kumar Garg | 69,600 | 1.8316 | NIL | 69,600 | 1.8316 | NIL | NIL |
| 12 | Monika Mittal | 10,000 | 0.2632 | NIL | 10,000 | 0.2632 | NIL | NIL |
| 13 | Natasha Agarwal | 10,000 | 0.2632 | NIL | 10,000 | 0.2632 | NIL | NIL |
| 14 | Neha Sumit Agarwal | 10,000 | 0.2632 | NIL | 10,000 | 0.2632 | NIL | NIL |
| 15 | Nitika Gupta | 30,600 | 0.8053 | NIL | 30,600 | 0.8053 | NIL | NIL |
| 16 | Nimisha Mittal | 10,000 | 0.2632 | NIL | 10,000 | 0.2632 | NIL | NIL |
| 17 | Radhika Mittal | 10,000 | 0.2632 | NIL | 10,000 | 0.2632 | NIL | NIL |
| 18 | Rajeev Mittal | 101880 | 2.6811 | NIL | 101880 | 2.6811 | NIL | NIL |
| 19 | Rakesh Mittal | 5,10,500 | 13.4342 | NIL | 5,10,500 | 13.4342 | NIL | NIL |
| 20 | Rini Mittal | 15,800 | 0.4158 | NIL | 15,800 | 0.4158 | NIL | NIL |
| 21 | Seema Mittal | 1,78,800 | 4.7053 | NIL | 1,78,800 | 4.7053 | NIL | NIL |
| 22 | Shashi Mittal | 1,52,300 | 4.0079 | NIL | 1,52,300 | 4.0079 | NIL | NIL |
| 23 | Rajeev Mittal (HUF) | 73,500 | 1.9342 | NIL | 73,500 | 1.9342 | NIL | NIL |
| 24 | Om Prakash Mittal (HUF) | 25,000 | 0.6579 | NIL | 25,000 | 0.6579 | NIL | NIL |
| 25 | Seema Mittal (HUF) | 73,310 | 1.9292 | NIL | 73,310 | 1.9292 | NIL | NIL |
| 26 | Rakesh Mittal (HUF) | 84,900 | 2.2342 | NIL | 84,900 | 2.2342 | NIL | NIL |
| 27 | Harbilas Mittal (HUF) | 47,300 | 1.2447 | NIL | 53,800 | 1.4158 | NIL | +0.1711 |
| 28 | Ashok Kumar Mittal (HUF) | 76,000 | 2 | NIL | 76,000 | 2 | NIL | NIL |
| | TOTAL | 24,97,638 | 65.7273 | NIL | 25,04,138 | 65.8984 | NIL | +0.1711 |

(iii) Change in Promoters' Shareholding

| S.No | Name | Shareholding at the beginning of the year i.e. 01.04.2018 | | Cumulative Shareholding during the year i.e. 31.03.2019 | |
|------|--|---|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company |
| 1. | Harbilas Mittal HUF | | | | |
| | At the beginning of the year | 47300 | 1.2447 | 47300 | 1.2774 |
| | Share Transfer from Har Narain Khemka as on 18.03.2019 | | | +6500 | +0.1384 |
| | At the end of the year | | | 53800 | 1.4158 |



(iv) Shareholding Pattern of top ten shareholders as on March 31, 2019 (other than Directors, Promoters and holders of GDRs and ADRs)

| Sl. | Name | Shareholding at the beginning of the year i.e. 01.04.2018 | | Shareholding at the end of the year i.e. 31.03.2019 | | Net changes during the year | |
|-----|------------------------------------|---|----------------------------------|---|----------------------------------|-----------------------------|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 1. | Dream Home Constructions Pvt. Ltd. | 1,65,000 | 4.342 | 1,65,000 | 4.342 | - | - |
| 2. | Mittal Housings LLP | 1,63,210 | 4.295 | 1,63,210 | 4.295 | - | - |
| 3. | Jullie Agarwal | 40,000 | 1.053 | 40,000 | 1.053 | - | - |
| 4. | Renu Agarwal | 30,000 | 0.789 | 24300 | 0.6395 | -5700 | -0.15 |
| 5. | Ruby Agarwal | 18,300 | 0.482 | 18,300 | 0.482 | | |
| 6. | Suman Agarwal | 17,000 | 0.447 | 17,000 | 0.447 | - | - |
| 7. | Chittar Mal Singhal | 16,600 | 0.437 | 16,600 | 0.437 | - | - |
| 8. | Shiv Narain Khemka | 16,000 | 0.4211 | 16,000 | 0.4211 | | |
| 9. | Geeta Agarwal | 15,000 | 0.3947 | 15,000 | 0.3947 | | |
| 10. | Bhishambhar Dayal Khemka | 13,100 | 0.3447 | 13,100 | 0.3447 | | |
| 11. | HarNarainKhemka | 21,000 | 0.553 | - | - | -21,000 | -0.553 |
| 12. | Ram NiwasAgarwal | 16,500 | 0.434 | - | - | -16,500 | -0.434 |

(v) Shareholding of Directors and Key Managerial Personnel

| Sl. | Name | Shareholding at the beginning of the year i.e. 01.04.2018 | | Change During the Year | | Shareholding at the end of the year i.e. 31.03.2019 | |
|-----|-----------------------|---|----------------------------------|------------------------|----------------------------------|---|----------------------------------|
| | | No. of shares | % of total shares of the company | No. of shares | % of total shares of the company | No. of Shares | % of total shares of the company |
| 1. | Ashok Kumar Mittal | 3,29,910 | 8.68 | No Change | | 3,29,910 | 8.68 |
| 2. | Rakesh Kumar Mittal | 5,10,500 | 13.43 | No Change | | 5,10,500 | 13.43 |
| 3. | Anil Kumar Agarwal | 52,600 | 1.38 | No Change | | 52,600 | 1.38 |
| 4. | Ramesh Chand Agarwal | 71,510 | 1.88 | No Change | | 71,510 | 1.88 |
| 5. | Shambhu Dayal Agarwal | Nil | Nil | Nil | Nil | Nil | Nil |
| 6. | Kusum Singhal | Nil | Nil | Nil | Nil | Nil | Nil |
| 7. | Rhythm Garg | Nil | Nil | Nil | Nil | Nil | Nil |
| 8. | Kanchan Agarwal | Nil | Nil | Nil | Nil | Nil | Nil |
| 9. | Narendra Kumar Singh | Nil | Nil | Nil | Nil | Nil | Nil |

**INDEBTEDNESS***Indebtedness of the Company including interest outstanding/accrued but not due for payment(In Rs.)*

| Particulars | Secured Loans excluding deposits | Unsecured Loans | Deposits | Total Indebtedness |
|--|----------------------------------|-----------------|-------------|--------------------|
| Indebtedness at the beginning of the financial year | | | | |
| i)Principal Amount | 12,56,549 | 0.00 | 0.00 | 1,256,549 |
| ii)Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| iii)Interest accrued but not due | 0.00 | 0.00 | 0.00 | 0.00 |
| Total(i+ii+iii) | 1,256,549 | 0.00 | 0.00 | 1,256,549 |
| Change in Indebtedness during the financial year | | | | |
| · Addition | 0.00 | 0.00 | 0.00 | 0.00 |
| · Reduction | 7,22,364 | 0.00 | 0.00 | 7,22,364 |
| Net Change | 7,22,364 | 0.00 | 0.00 | 7,22,364 |
| Indebtedness at the end of the financial year | | | | |
| i)Principal Amount | 534,185 | 0.00 | 0.00 | 534,185 |
| ii) Interest due but not paid | 0.00 | 0.00 | 0.00 | 0.00 |
| iii) Interest accrued but not due | 0.00 | 0.00 | 0.00 | 0.00 |
| Total(i+ii+iii) | 534,185 | 0.00 | 0.00 | 534,185 |

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole Time Directors and/or Manager**

| S.No | Particulars of Remuneration | Total Amount (in Rs) |
|---|---|----------------------|
| Anil Kumar Agarwal (Whole Time Director) | | |
| 1. | Gross salary | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 6,00,000 |
| | b) Value of perquisites u/s 17(2) Income-tax Act, 1961 | - |
| | (c) Profits in lieu of salary under section17(3) Income-tax Act, 1961 | - |
| 2. | Stock Option (as on March 31, 2019) | - |
| 3. | Sweat Equity | - |
| 4. | Commission | - |
| | - as % of profit | - |
| | - others, specify | - |
| 5. | Others, please specify | - |
| | Total(A) | 6,00,000 |
| | Ceiling as per the Act (being 5% of the Net Profits of the Company calculated as per Section 198 of the Company Act, 2013). Exemption under schedule is applicable. | 129137 |



B. Remuneration to other Directors

| Particulars of Remuneration | Name of Directors | | | Total Amount (In Rs) |
|--|---------------------------|----------------------------|-----------------------------|-------------------------|
| | Rhythm Garg | Shambhu Dayal Agarwal | Kusum Singhal | |
| 1. Independent Directors | | | | |
| Fee for attending board/committee Meetings | 6500 | 5500 | 4000 | 16,000 |
| Commission | Nil | Nil | Nil | Nil |
| Others, please specify | Nil | Nil | Nil | Nil |
| Total (1) | 6500 | 5500 | 4000 | 16,000 |
| 2. Other Non- Executive Directors | | | | |
| | Ashok Kumar Mittal | Rakesh Kumar Mittal | Ramesh Chand Agarwal | - |
| Fee for attending board/committee Meetings | 6500 | 5000 | 3000 | 14,500 |
| Commission | Nil | Nil | Nil | Nil |
| Others, please specify | Nil | Nil | Nil | Nil |
| Total (2) | 6500 | 5000 | 3000 | 14,500 |
| Total B2= (1+2) | | | | 30,500 |
| Total Managerial Remuneration (A+B) | | | | 6,30,500 |
| Over All Ceiling as per the Act being 1% of the Net Profits of the Company calculated as per Section 198 of the Company Act, 2013). Exemption under schedule is applicable. | | | | 25,827.45 |

C. Remuneration to Key Managerial Personnel other than MD/Manager/WD

| S. No. | Particulars of Remuneration | Key Managerial Personnel | | | Total Amount (Rs) |
|-----------|---|--------------------------|--------------------------------------|-----------------------------|----------------------|
| | | *CEO | Company Secretary Kanchan Agarwal | CFO Narendra Kumar Singh | |
| 1. | Gross Salary | | 3,00,000 | | |
| | (a) Salary as per provisions Contained in Section 17(1) of the Income-Tax Act, 1961 | - | - | 1,92,000 | 4,92,000 |
| | (b) Value of perquisites u/s 17(2) Income-Tax Act, 1961 | - | - | - | - |
| | (c) Profits in lieu of Salary under Section 17(3) Income-Tax Act,1961 | - | - | - | - |
| 2. | Stock Option | - | - | - | - |
| 3. | Sweat Equity | - | - | - | - |
| 4. | Commission | - | - | - | - |
| | - as% of profit | | | | |
| | - Others specify.... | | | | |
| 5. | Others, please specify | - | - | - | - |
| | Total | - | 3,00,000 | 1,92,000 | 4,92,000 |

*WTD remuneration given in VI A above. WTD is the CEO also – remuneration given in VI A above.



VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

There were no penalties, punishment or compounding of offence during the year ended 31st March, 2019

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

Agra, August 13, 2019

(Ashok Kumar Mittal)

Chairman

DIN: 00320504

Registered Office:

Shop. No. 1 & 3, E-14/6, First Floor, Shanta Tower,
Sanjay Place, Agra-282002

CIN: L65910UP1993PLC070612

Telephone: + 0562-2527004

Email ID : annainfra@gmail.com

Website : www.annainfrastructures.com



ANNEXURE III

SECRETARIAL AUDIT REPORT

(Form No. MR-3)

For The Financial Year Ended 31st March, 2019

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Anna Infrastructures Limited
Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower,
Sanjay Place, Agra

Dear Sir,

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ANNA INFRASTRUCTURES LIMITED (hereinafter called the Company)**. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 ('audit period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; not applicable to the company during the audit period.
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; not applicable to the company during the audit period.
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; not applicable to the company during the audit period.
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;. And, not applicable to the company during the audit period.;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 not applicable to the company during the audit period.;



I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 and the Listing Agreement entered into by the Company with BSE Limited;

I, further Report that

- (a) Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion these secretarial records based on our audit.
- (b) I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for opinion.
- (c) I have not verified the correctness and appropriateness of the financial statements of the Company.
- (d) Where ever required, I have obtained the Management representation about the compliances of laws, rules and regulations and happening of events etc.
- (e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management.
Our examination was limited to the verification of procedures on test basis.
- (f) The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

I further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For Satyendra Sharma & Associates.
Company Secretaries**

Satyendra Sharma

Prop.

C.P. No. 4843

Place: Agra

Date: 6th August, 2019



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Opportunities and challenges

Opportunities

As India awaits policy reforms to pick up speed, your Company firmly believes that the demand for Real Estate in a country like India should remain strong in the medium to long term. Your Company's well accepted brand, contemporary architecture, well designed projects in strategic locations, strong balance sheet and stable financial performance even in testing times make it a preferred choice for customers and shareholders. Your company is ideally placed to further strengthen its development potential by acquiring new land parcels.

Challenges

While the management of your Company is confident of creating and exploiting the opportunities, it also finds the following challenges:

- Unanticipated delays in project approvals
- Availability of accomplished and trained labor force
- Increased cost of manpower
- Rising cost of construction
- Growth in auxiliary infrastructure facilities
- Over-regulated environment

Company strengths

Your Company continues to capitalize on the market opportunities by leveraging its key strengths. These include:

1. **Brand Reputation:** Enjoys higher recall and influences the buying decision of the customer. Strong customer connects further results in higher premium realizations.
2. **Execution:** Possesses a successful track record of quality execution of projects with contemporary architecture.
3. **Strong cash flows:** Has built a business model that ensures continuous cash flows from their investment and development properties ensuring a steady cash flow even during the adverse business cycles.
4. **Significant leveraging opportunity:** Follows conservative debt practice coupled with enough cash balance which provides a significant leveraging opportunity for further expansions.



5. **Outsourcing:** Operates an outsourcing model of appointing globally renowned architects/contractors that allows scalability and emphasizes contemporary design and quality construction – a key factor of success.
6. **Transparency:** Follows a strong culture of corporate governance and ensures transparency and a high level of business ethics.
7. **Highly qualified execution team:** Employs experienced, capable and highly qualified design and project management teams who oversee and execute all aspects of project development.

Marketing

The Company is setting up a good marketing team to enter to increased turnover.

SWOT

Our strength is our determination and team work, weakness is the low equity base, opportunities are multiples and threats are the vibrations in the economy and government policies.

The financial highlights are as under: -

| | |
|--|-----------|
| Sales for the year 2018-2019 | 87,21,298 |
| Provision for taxation | 9,31,102 |
| Profit after tax | 25,82,745 |
| Paid up equity share capital as on 31st March,2019 | 38,00,000 |

Financing costs

The acquisition of land and development rights needs substantial capital outflow. Inadequate funding resources and high interest costs may impact regular business and operations. Your Company has always tried to build sufficient reserves resulting out of operating cash flows to take advantage of any land acquisition or development opportunity.

Risks and Concerns

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavor is to maximize returns. The Company continues to take all steps necessary to minimize its expenses through detailed studies and interaction with experts.

Cautionary Statement

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labor negotiations.



CORPORATE GOVERNANCE

Your Company firmly believes that maintaining the highest standards of Corporate Governance is the implicit rule that determines a management's ability to make sound decisions and to perform efficiently and ethically in the best interest of its shareholders and other stakeholders to create value for all.

The philosophy of Corporate Governance is a principle based approach as codified in Regulation 4(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), encompassing the fundamentals of rights and roles of various stakeholders of the Company, timely information, equitable treatment, role of stakeholders, disclosure and transparency and board responsibility.

Your Company is in compliance with the requirements on Corporate Governance as they stood during the relevant period of FY 2018-19.

A report on the compliances of Corporate Governance requirements under the Listing Regulations and the practices / procedures followed by your Company for the year ended March 31, 2019 is detailed below:

1. Composition/Category of Directors/Attendance at Meetings/Directorships and Committee Memberships in other companies as on March 31, 2019

Your Company has the combination of Executive and Non-Executive Directors in conformity with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The present strength of the Board of Directors is a mix of six Non-Executive Directors including a woman director, and one Executive Director. Of the six Non-Executive Directors, three Directors are Independent Directors. The Chairman of the Board is a Non- Executive Director

As per the declarations received by the Company from each of the Directors, none of them are disqualified under Section 164(2) of the Companies Act, 2013.

The Independent Directors of the Company are in compliance with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, disclosures have been made by the Directors regarding their Chairmanships/ Memberships of the mandatory Committees of the Board and that the same are within the maximum permissible limit as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The composition of Board of Directors as on March 31, 2019 and other relevant details are as under:



| Name | Category | Attendance | | | Directorships(A)/Mandatory committee(B) Memberships | | |
|--|---|---|--------------------------------|---------------------|---|--|--|
| | | No. of Board Meetings held during the year(1) | No. of Board Meetings Attended | Last AGM Attendance | Directorship in public companies(C) (D) | Membership of mandatory committees(C) #@ | Chairmans hips of mandatory committee s(C) |
| Mr. Ashok Kumar Mittal (Chairman) | Non-Executive Director (Promoter) | 10 | 9 | Yes | 1 | 1 | - |
| Mr. Anil Kumar Agarwal (Whole Time Director) | Executive Director | 10 | 8 | Yes | 1 | 1 | - |
| Mr. Rakesh Kumar Mittal | Non-Executive Director | 10 | 7 | Yes | 1 | 2 | - |
| Mr. Shambhu Dayal Agarwal | Non –Executive, Independent Director | 10 | 5 | Yes | 1 | 2 | 1 |
| Mr. Ramesh Chand Agarwal | Non –Executive, Independent Director (Promoter) | 10 | 5 | Yes | 1 | 0 | - |
| Mr. Rhythm Garg | Non –Executive, Independent Director | 10 | 4 | Yes | 1 | 2 | 2 |
| Mrs. Kusum Singhal | Non –Executive, Independent Director | 10 | 7 | Yes | 1 | 1 | - |

- (1) Excluding the separate meeting of independent directors, in which non independent directors were not eligible to participate.
- (A) None of the Directors holds directorship in more than 10 Public Limited Companies.
- (B) No Director holds membership of more than 10 committees of Board nor is any Director is the Chairman of more than 5 Committees of Board.
- (C) Including Anna Infrastructures Limited.
- (D) Private company which is a subsidiary of public company is considered as a public company.
- # excluding private limited Company, foreign Company and Section 8 Company.
- @ Includes Audit Committee, Nomination and Remuneration Committee & Shareholders/ Investors Grievance Committee.

Also, a separate meeting of Independent Directors was held on February 15, 2019, which was attended by the following Independent Directors:

1. Mr. ShambhuDayal Agarwal
2. Mr. Rhythm Garg
3. Mrs. Kusum Singhal

Except for Mr. Anil Kumar Agarwal, Mr. Ramesh Chand Agarwal, Mr. Ashok Kumar Mittal and Mr. Rakesh Kumar Mittal, no other Directors are related to each other in terms of the definition of ‘relative’ given under Companies Act, 2013. Mr. Anil Kumar Agarwal and Mr. Ramesh Chand Agarwal are brothers and Mr. Ashok Kumar Mittal and Mr. Rakesh Kumar Mittal are brothers.



None of the Independent Directors has any pecuniary relationship, transaction or association with the Company, save and except professional services rendered by certain firms in which Independent Directors are partners, on an arm's length basis.

2. No. of Board Meetings and dates of Board Meetings

The Board oversees the entire functioning of the Company and is involved in strategic decision making on a collective basis.

The Company Secretary under the direction of the Chairman and in consultation with Chief Financial Officer prepares the agenda for the meetings along with the notes thereto and circulates it to the Directors, along with the notice of the meeting.

Seven Board Meetings were held during the Financial Year 2018-19:

| | |
|--------------|--------------|
| ❖ 10.04.2018 | ❖ 13.11.2018 |
| ❖ 29.05.2018 | ❖ 14.02.2019 |
| ❖ 13.08.2018 | ❖ 01.03.2019 |
| ❖ 17.08.2018 | ❖ 18.03.2019 |
| ❖ 21.09.2018 | ❖ 25.03.2019 |

The separate meeting of Independent Directors was held on 15th February, 2019.

3. Annual General Meeting

The Annual General Meeting for the year ended 31st March, 2018 was held on 26th September, 2018. All the Directors had attended the meeting.

4. Shareholding of Directors in the Company as on March 31, 2019

| Name | Number of Equity Shares | % of total paid up share capital |
|--------------------------|--------------------------------|---|
| Mr. Ashok Kumar Mittal | 3,29,910 | 8.68 |
| Mr. Rakesh Kumar Mittal | 5,10,500 | 13.43 |
| Mr. Anil Kumar Agarwal | 52,600 | 1.38 |
| Mr. Ramesh Chand Agarwal | 71,510 | 1.88 |
| Total | 964520 | 25.37 |

The Company has not issued any convertible securities.

5. Familiarization Programme for Independent Directors

The Independent Directors are familiarized, inter alia, with the Company, their rights, roles and responsibilities, the nature of the industry, the business model of the Company. The details of the same can be viewed at www.annainfra.com

6. Audit Committee

The composition of the Audit Committee as on March 31, 2019 is as under:

| NAME | CATEGORY | DESIGNATION |
|----------------------------------|-----------------|------------------------|
| Mr. Rhythm Garg | Chairman | Independent Director |
| Mr. Rakesh Kumar Mittal | Member | Non-Executive Director |
| Mr. Shambhu Dayal Agarwal | Member | Independent Director |



The Chief Financial Officer, Internal Auditor and the Statutory Auditors are invitees to the relevant meetings of the Audit Committee in respect of businesses related to them. The Company Secretary acts as Secretary to the Audit Committee.

Meetings and attendance

During the financial year 2018-19, the Committee met four times i.e. on 29th May, 2017, 13th August, 2018, 13th November, 2018 and 14th February, 2019. The gap between any two meetings did not exceed 120 days.

The attendance of members of Audit Committee at the committee meetings during the year ended March 31, 2018 is as under:

| NAME OF MEMBER | Number of Meeting | |
|---------------------------|-------------------|----------|
| | Held | Attended |
| Mr. Rhythm Garg | 4 | 4 |
| Mr. Rakesh Kumar Mittal | 4 | 4 |
| Mr. Shambhu Dayal Agarwal | 4 | 4 |

The Chairman of the Committee was present at the Annual General Meeting held on 26th September, 2018.

The terms of reference and powers of the Audit Committee are in accordance with the requirements of Regulation 18 read with Part C of Schedule II of the Listing Regulations and Section 177 of the Companies Act, 2013 and includes overseeing the Company’s financial reporting process, reviewing the quarterly / half yearly / annual financial statements/ results and, reviewing with the management the adequacy of the internal audit function, recommending the appointment/ reappointment of statutory auditor, cost auditor and internal auditor and recommending/ fixation of audit fees, reviewing the significant internal audit findings, related party transactions, reviewing the Management Discussions and Analysis of financial condition and results of operations, scrutiny of inter-corporate loans and investments.

7. Nomination and Remuneration Committee

The composition of the Nomination and Remuneration Committee as on March 31, 2019 is as under:

| NAME | CATEGORY | DESIGNATION |
|---------------------------|----------|------------------------|
| Mr. Shambhu Dayal Agarwal | Chairman | Independent Director |
| Mrs. Kusum Singhal | Member | Independent Director |
| Mr. Rakesh Kumar Mittal | Member | Non-Executive Director |

Meetings and attendance

During the financial year 2018-19, the Nomination and Remuneration Committee met one times i.e. on 14th February, 2018.

The attendance of members of Nomination and Remuneration Committee at the committee meetings during the year ended March 31, 2019 is as under:

| NAME OF MEMBER | Number of Meeting | |
|---------------------------|-------------------|----------|
| | Held | Attended |
| Mr. Shambhu Dayal Agarwal | 1 | 1 |
| Mrs. Kusum Singhal | 1 | 1 |
| Mr. Rakesh Kumar Mittal | 1 | 1 |



The Chairman of the Committee was present at the Annual General Meeting held on 26th September, 2018.

The terms of reference and power of the Nomination, Remuneration, Compensation and Management Development Committee is in accordance with the requirements of Regulation 19 read with Part D of Schedule II of Listing Regulations, Section 178 the Companies Act, 2013.

The role of the Committee, inter alia, is to approve/recommend the remuneration/ packages of the Executive and Non-Executive Directors and of Senior Management Personnel and to lay down the criteria for performance evaluation of Board of Directors as a whole, individual director and the committees of the Board. Under the said performance evaluation framework, the Committee has identified the criteria upon which every Director shall be evaluated. The Policy also provides the manner in which the Directors, as a collective unit in the form of Board Committees and the Board function and perform.

Performance evaluation criteria for Independent Directors

The performance evaluation of the Independent Directors of the Company is made on the basis of their presence in the Board and Committee meetings, their approach of implementation of activities of Independent Directors' Familiarization Programmes, their suggestions and advices for the betterment of business of the Company, taking active part in the formulation of future plans of the Company and performing the duties as entrusted by the provisions of the law and from the Board of Directors, from time to time etc.

8. Remuneration of the Directors

Pecuniary relationship or transactions of the Non-Executive Directors *vis-à-vis* Company

During the financial year under report, the Company has compensated the Non-Executive Independent Directors by way of paying them sitting fees for attending the Board and Committee Meetings. Apart from above, no transaction for payment of any sum has been made with Non-Executive Directors *vis-à-vis* your Company.

Criteria for making payments to the Non-Executive Directors

The criteria of making payments to the Non-Executive Directors is enumerated in the Nomination and Remuneration Policy adopted by the Board and uploaded on the website of the Company at the web link given below www.annainfra.com

Directors' Remuneration

The details of the remuneration/ compensation of the Executive and Non-Executive Directors for the year ended March 31, 2019 is as follows:

(In Rest)

| Name | Salary | Allowance | Sitting Fees | Commission |
|-------------------------------|---------------|------------------|---------------------|-------------------|
| Executive Director | | | | |
| Mr. Anil Kumar Agarwal | 6,00,000 | - | - | - |
| Non-Executive Director | | | | |
| Mr. Ramesh Chand Agarwal | - | - | 3000 | - |
| Mr. Shambhu Dayal Agarwal | - | - | 5500 | - |
| Mr. Rhythm Garg | - | - | 6500 | - |
| Mrs. Kusum Singhal | - | - | 4000 | - |
| Mr. Rakesh Kumar Mittal | - | - | 5000 | - |
| Mr. Ashok Kumar Mittal | - | - | 6500 | - |



- The Company does not have a scheme for stock options either for the Directors or the employees.
- The aforesaid sitting fees are within the limits prescribed under the Companies Act, 2013.

9. Stakeholders' Relationship Committee

The composition of this Stakeholders' Relationship Committee as on March 31, 2019 is as under:

| NAME | CATEGORY | DESIGNATION |
|------------------------|----------|------------------------|
| Mr. Rhythm Garg | Chairman | Independent Director |
| Mr. Ashok Kumar Mittal | Member | Non Executive Director |
| Mr. Anil Kumar Agarwal | Member | Whole Time Director |

The Company Secretary is the Compliance Officer under the Listing Regulations.

Meetings and attendance

During the financial year 2018-19, the Stakeholder's Relationship Committee met four times i.e. 29th May, 2018, 13th August, 2018, 13th November, 2018 & 14th February, 2019.

The attendance of members of Stakeholder's Relationship Committee at the committee meetings during the year ended March 31, 2019 is as under:

| NAME OF MEMBER | Number of Meeting | |
|------------------------|-------------------|----------|
| | Held | Attended |
| Mr. Rhythm Garg | 4 | 4 |
| Mr. Ashok Kumar Mittal | 4 | 4 |
| Mr. Anil Kumar Agarwal | 4 | 4 |

The Committee has been constituted to specifically look into the matter of the redressal of stakeholders', security holders' and investors' complaints and grievances, including but not limited, those relating to transfer/transmission of shares, non-receipt of dividends, non-receipt of Annual Report and any other grievance that a shareholder or investor may have against the Company.

Investor complaints

The details of shareholders' complaints received and disposed of during the year under review are as under:

| Nature of Investor Complaints | |
|---|-----|
| -pending at the beginning of the financial Year | NIL |
| -received during the financial year | NIL |
| -disposed off during the financial year | NIL |
| - pending at the end of the financial year | NIL |



10. General Body Meetings

Dates, time and place of the last three Annual General Meetings (AGM) of the Company

| AGM | Date of AGM | Time | Venue |
|---|----------------------------------|---------|--|
| 26th AGM for the FY 2017-18 | 26 th September, 2018 | 2.00 PM | Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra-282002 |
| 25 th AGM for the FY 2016-17 | 26 th September, 2017 | 3.00 PM | Hotel Nuova, Block S-23, Sanjay Place, Agra-282005Uttar Pradesh |
| 24 th AGM for the FY 2015-16 | 29 th September, 2016 | 3:00 PM | Hotel Nuova, Block S-23, Sanjay Place, Agra-282005Uttar Pradesh |

Special Resolution(s) and Postal Ballot passed in the previous three Annual General Meetings

| AGM | Particulars of Special Resolutions Passed |
|---|---|
| 26th AGM for the FY 2017-18 | NIL |
| 25 th AGM for the FY 2016-17 | NIL |
| 24 th AGM for the FY 2015-16 | NIL |

Special Resolution(s) passed last year through Postal Ballot, Details of Voting Pattern given as under: None

Further, none of the resolutions has been proposed to be conducted through postal ballot in the ensuing Annual General Meeting.

11. MEANS OF COMMUNICATION

The Annual, Half Yearly and Quarterly financial results of the Company and other Notices are submitted to the Bombay Stock Exchange in accordance with the provisions of the Listing Regulations and the same are generally being published in the Financial Express– English Language and Hindustan – Hindi, Jansatta- Hindi (Vernacular) Language newspapers. The results and other notices are simultaneously posted on the Company website also i.e. www.annainfra.com. The official news releases, as & when given, are displayed at the website of the Company.

12. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting Information

| | |
|---------------------------|--|
| Day and Date | Monday, 30.09.2019 |
| Time | 2:00 PM |
| Venue | Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, AGRA UP 282002 |
| Book Closure | Tuesday, 24 th September, 2019 to Monday, 30 th September, 2019 (both day inclusive) |
| Dividend and Payment date | Not Applicable |

Financial year of the Company: 1st April to 31st March each year

Stock Exchange Information

- The Company's shares are listed on BSE Limited (Bombay Stock Exchange), having nation-wide trading terminals under Stock Code 530799
- ISIN Number INE336D01014
- The Listing Fee for the financial year 2019-20 has been paid to Stock Exchange.
- The custodian fees is payable to each of the depositories based on the number of folios as on March 31, 2019 and paid on receipt of invoices.
-

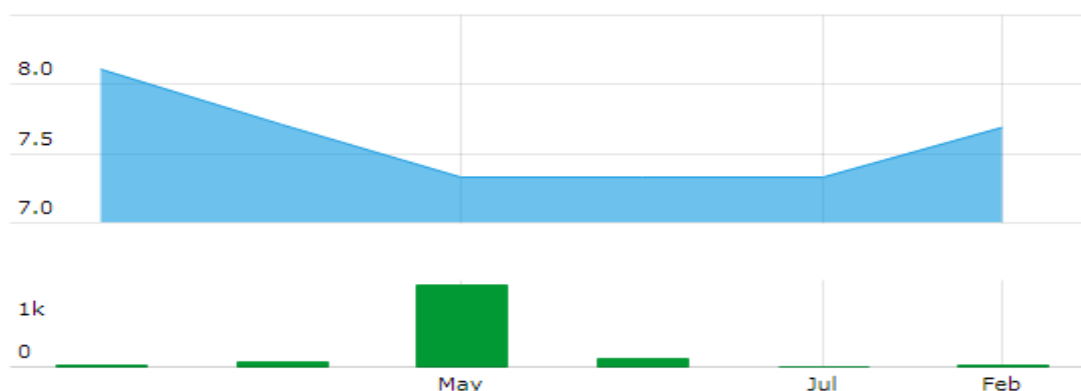


Market Price Data of the Equity Shares of the Company

The market price data and the volume of your Company's shares traded on BSE during the year ended March 31, 2019 are as follows:

| Month | Total No. of share dealt during the month | BSE | |
|----------------|---|------|------|
| | | High | Low |
| April-2018 | 75 | 8.11 | 8.11 |
| May-2018 | 10.8 | 7.33 | 7.33 |
| June-2018 | - | - | - |
| July-2018 | 1 | 7.33 | 7.33 |
| August-2018 | - | - | - |
| September-2018 | - | - | - |
| October-2018 | - | - | - |
| November-2018 | - | - | - |
| December-2018 | - | - | - |
| Januray-2019 | - | - | - |
| February-2019 | 10 | 7.69 | 7.69 |
| March-2019 | - | - | - |

Performance of share price in comparison with the BSE indices



No Suspension of Trading

During the financial year under report and during any of the previous financial years, the securities of the Company were never suspended from trading on any of the Stock Exchange(s).



Share Transfer Information

| | |
|--|--|
| Registrar and Share Transfer Agent: BEETAL Financial & Computer Services Pvt Ltd. BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062 | Telephone Numbers: +91 11-29961281/282/283 Fax Number: 011-29961284 Email: beetalrta@gmail.com Website: http://www.beetalfinancial.com/ |
|--|--|

Share Transfer System

The Company's shares are currently traded in dematerialized form; transfers are processed and approved in the electronic form by NSDL/CDSL through their Depository Participants.

Share transfer work of physical segment is attended by the Company's Registrar & Share Transfer Agent M/s. BEETAL Financial & Computer Services Pvt Ltd. The shares lodged for transfer are processed and share certificates duly endorsed are returned within the stipulated time, subject to documents being valid and complete in all respects.

A summary of approved transfers, transmissions, deletion requests, etc., are placed before the Board of Directors from time to time as per the Listing Regulations. Your Company obtains a half yearly compliance certificate from a Company Secretary in Practice as required under Listing Regulations (including any statutory modification(s) or re-enactment(s) for the time being in force) and files a copy of the said certificate with the Bombay Stock Exchange.

Shareholding Pattern as on 31st March, 2019

| Category | Number of shareholders | Number of Shares held | Percentage of shareholding |
|------------------------------------|------------------------|-----------------------|----------------------------|
| <i>Promoter and Promoter Group</i> | 28 | 25,04,138 | 65.89 |
| Public Share holding | | | |
| <i>Bodies Corporate</i> | 12 | 3,38,221 | 8.900 |
| <i>Individual</i> | 829 | 9,47,815 | 24.94 |
| <i>NRI/HUF/Clearing Member/Fl</i> | 11 | 9,826 | 0.25 |
| Total | 880 | 38,00,000 | 100 |

Distribution of Shareholding as on 31st March, 2019

| Number of Shares | Number of Shareholders | Percentage | Number of Shares | Percentage |
|------------------|------------------------|---------------|------------------|---------------|
| Up to 5000 | 622 | 70.68 | 1,16,380 | 3.0626 |
| 5001 to 10000 | 51 | 5.79 | 41,346 | 1.0881 |
| 10001 to 20000 | 56 | 6.36 | 81,483 | 2.1443 |
| 20001 to 30000 | 39 | 4.43 | 1,03,959 | 2.7358 |
| 30001 to 40000 | 12 | 1.36 | 43,874 | 1.1546 |
| 40001 to 50000 | 27 | 3.06 | 1,22,710 | 3.2292 |
| 50001 to 100000 | 34 | 3.86 | 2,67,400 | 7.0368 |
| 100000 to Above | 39 | 4.43 | 30,22,848 | 79.5486 |
| Total | 880 | 100.00 | 38,00,000 | 100.00 |



Dematerialization of Shares

The Equity shares of the Company are under compulsory dematerialization (“Demat”) category and can be traded only in electronic form. The Company has dematerialized 29,26,943 shares (77.02 % of the paid up share capital) as at March 31, 2019.

The details of shares held in dematerialized and physical form as on 31st March, 2019 are as follows:

| Particulars of Equity Shares | Equity Shares of Rs. 10 each | |
|------------------------------|------------------------------|--------------|
| | Number | Percentage |
| Dematerialized form | | |
| NSDL | 1969794 | 51.837 |
| CDSL | 957149 | 25.188 |
| Sub-total | 29,26,943 | 77.02 |
| Physical Form | 8,73,057 | 22.975 |
| Total | 38,00,000 | 100 |

Outstanding GDRs / ADRs / Warrant(s) / Convertible Instrument(s)

The Company has not issued any of the securities stated above.

Commodity Price Risk / Foreign Exchange Risk and Hedging Activities

The nature of business of the Company doesn't involve any Commodity Price Risk / Foreign Exchange Risk and doesn't require any hedging activities.

Plant Location (as at March 31, 2019)

- Ikon City Project
- Ikon Vatika Project (khasra No.104 & 105)
- Ikon Vatika (Sumanglam Residency)
- Ikon Vatika (VigyanVihar)
- Anna Ikon Project
- Shivalik Residency Project
- Ikon Greens Project
- KalalKheria Project

Address for Correspondence

For query relating to financial statements / investor relations, please contact:

[Anna Infrastructures Limited](#)

Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra-282002, Uttar Pradesh (India)

Email Id: annainfra@gmail.com

Phone No. 0562-2527004

13. Other Disclosures

- A. Disclosures on materially significant related party transactions i.e., transactions of the company of material nature, with its promoter, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of company at large:



All transactions with related parties were in the ordinary course of business and at arm's length. The company has not entered into any transaction of a material nature with any of the related parties which are in conflict with the interest of the company.

- B. Details of non-compliance by the company, penalties, structures imposed on the company by Stock Exchange, SEBI or any statutory authority, on any matter related to capital markets, during the last three years.** None
- C. Details of establishment of Vigil Mechanism**
Pursuant to the provisions of Section 177(9) of the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has duly established a Vigil Mechanism / Whistle Blower Policy for Directors and Employees of the Company. Mr. Anil Kumar Agarwal, Whole Time Director of the Company does hereby affirm that no personnel are being denied access to the Audit Committee to report genuine concerns.
- D. Compliance of mandatory requirements and adoption of non-mandatory requirements.**
The Company has complied with all mandatory requirements of the Listing Regulations to the extent applicable. Further, the Company has complied with the non mandatory requirements relating to being in the regime of financial statements with unmodified opinion and reporting by the Internal Auditor directly to the audit committee.
- E. Subsidiary**
The Company doesn't have any subsidiary and thus it has not adopted any policy for determination of material subsidiaries.
- F.** Web link of the Policy on dealing with related party transactions is as follows: www.annainfrastructures.com
- G.** The nature of business of the Company doesn't involve any Commodity Price Risk / Foreign Exchange Risk and doesn't require any hedging activities.

14. Non Compliance and Reason(s) thereof

The Company has complied with all the provisions of Corporate Governance related to the matters enumerated in the point II to X above to the extent applicable.

15. Adoption of Discretionary Requirements

Compliance of Discretionary Requirements as on March 31, 2019

- A. The Board:** During the year under review, no expenses were incurred in connection with the office of the Chairman.
- B. Shareholder Rights:** Though the half yearly results are not sent to the Shareholders individually, all the results are promptly uploaded on the Company's website www.annainfrastructures.com
- C. Modified Opinion(s) in Audit Report:** Nil
- D. Separate Posts of Chairman & CEO:** The Chairman and Whole Time Director are two separate individuals.
- E. Reporting of Internal Auditor:** The Company has an Internal Auditor who submits reports to the Audit Committee, regularly.



16. Disclosure of Compliance with Corporate Governance Requirements under Regulations 17 to 27 and Regulation 46(2)(B) to (I)

All complied with except Regulation 21 and Regulation 24 which are not applicable to the Company.

17. Code of conduct

The board has laid down a code of conduct covering the ethical requirements to be complied with covering all the board members and senior management personnel and all employees of the company. (Annexure-A)

A declaration by the Whole Time Director stating that all the Board Members and senior management personnel have affirmed their compliance with the Code of Conduct for the financial year ended March 31, 2019, is annexed to the Corporate Governance Report.

18. Whole Time Director and CFO Certification

The Whole Time Director and CFO have given a certificate to the board as required under provisions of Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the financial year ended on March 31, 2019 and is separately annexed.(Annexure-B)

19. Disclosure with respect to demat suspense account / unclaimed suspense account –not applicable.

20. Proceeds from public issues, rights issues, preferential issues, etc.- Not Applicable.

21. The company has adopted a policy on dissemination of information on the material events to stock exchanges in accordance with the regulation 30 of the SEBI (LODR) Regulations, 2015. The said policy is available on the website of the company at www.annainfrastructures.com.

22. The company has adopted the policy on preservation of documents in accordance with the regulation 9 of the SEBI (LODR) Regulations, 2015. The documents preservation policy is available on the website of the company at: www.annainfrastructures.com

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

Agra, August 13, 2019

(Ashok Kumar Mittal)
Chairman
DIN: 00320504

Registered Office:

Shop. No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place,
Agra-282002

CIN: L65910UP1993PLC070612

Telephone: + 0562-2527004

Email ID : annainfra@gmail.com

Website : www.annainfra.com



CERTIFICATE ON CORPORATE GOVERNANCE

**To,
The Shareholders of
Anna Infrastructures Limited
Agra**

We have examined the compliance of conditions of Corporate Governance by Anna Infrastructures Limited for the year ended March 31, 2019, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of 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 to the 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 abovementioned Regulations.

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 Satyendra Sharma & Associates.
Company Secretaries**

**Satyendra Sharma
Prop.
C.P. No. 4843**

**Place: Agra
Date: 6th August, 2019**



Annexure-A

Declaration by Whole Time Director on Code of Conduct

{As required under Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015}

I, Anil Kumar Agarwal, Whole Time Director of Anna Infrastructures Limited (“the Company”) confirm that the Company has adopted a Code of Conduct (“Code”) for its Board Members and senior management personnel and the Code is available on the Company’s Website.

I, further confirm that the Company has in respect of the financial year ended March 31, 2019, received from its Board members as well as senior management personnel affirmation as to compliance with the Code of Conduct.

For Anna Infrastructures Limited

Anil Kumar Agarwal
(Whole Time Director)

Place: Agra
Date: 13th August, 2019



ANNEXURE-B

**CERTIFICATION BY WHOLE TIME DIRECTOR AND CHIEF FINANCIAL OFFICER
{As Required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure
Requirements) Regulation, 2015}**

We, Anil Kumar Agarwal, Whole Time Director, and Narendra Kumar Singh, Chief Financial Officer of the Company, hereby certify to the Board of Directors that:

1. We have reviewed financial statements and the cash flow statement for the year ended as on 31st March, 2018 and that to the best of our knowledge and belief:
 - (a) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year which are fraudulent, illegal or in violation of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting; and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the auditors and the Audit Committee that:
 - (a) there are no significant changes in internal control over financial reporting during the year;
 - (b) there are no significant changes in accounting policies carried out during the year; and
 - (c) there were no instances of significant fraud of which we have become aware and there are no instances of involvement of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Anna Infrastructures Limited

Anil Kumar Agarwal
(Whole Time Director)

Narendra Kumar Singh
(CFO)

Place: Agra
Date: 13th August, 2019



CERTIFICATION BY STATUTORY AUDITOR

{As required under Schedule V (E) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015}

To
The Members of Anna Infrastructures Limited

We have examined the compliance with the conditions of Corporate Governance by Anna Infrastructures Limited (the 'Company') for the financial year ended on March 31, 2019, as stipulated Regulation 17,18,19,20,21,22,23,24,25,26 & 27 and clauses (b) to (i) of sub-regulation 46 & para C, D & E of Schedule V of the SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedure and implementation process adopted by the Company for ensuring the compliance of the conditions of the corporate governance is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us by the Company, we hereby certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations, 2015.

This certificate is neither an assurance as to the future viability of the Company, nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For Vinay Bansal & Associates
Chartered Accountants
Firm Reg. No. 015675C

FCA Vinay Bansal
Partner
Membership No. 400516

Place: Agra
Date: 13th August, 2019



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Shareholders of
Anna Infrastructures Limited
Agra

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Anna Infrastructures Limited having CIN L65910UP1993PLC070612 and having registered office at Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, AGRA- 282002 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers. We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, Reserve Bank of India or any such other Statutory Authority.

| S.No | Name of Director | DIN | Date of Appointment in Company |
|-------------|-------------------------|------------|---------------------------------------|
| 1. | Ashok Mittal | 00320504 | 08/02/1993 |
| 2. | Rakesh Kumar Mittal | 00320523 | 28/05/1999 |
| 3. | Anil Kumar Agarwal | 00399487 | 08/02/1993 |
| 4. | Ramesh Chand Agarwal | 00559731 | 08/02/1993 |
| 5. | Rhythm Garg | 02881514 | 10/04/2015 |
| 6. | Kusum Singhal | 07142552 | 30/03/2015 |
| 7. | Shambhu Dayal Agarwal | 02811635 | 09/09/2002 |

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Satyendra Sharma & Associates.
Company Secretaries

Satyendra Sharma

Prop.

C.P. No. 4843

Place: Agra
Date: 6th August, 2019



INDEPENDENT AUDITOR'S REPORT

**TO,
THE MEMBERS OF
ANNA INFRASTRUCTURES LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying Standalone Financial Statements of **Anna Infrastructures Limited** ("the Company"), which comprise the Balance Sheet as at **March 31st, 2019**, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Standalone Financial Statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone Financial Statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Information Other than the Standalone Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Standalone Financial Statements and our auditor's report thereon. Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.



Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- i) Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii) Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- iii) Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv) Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- v) Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial



Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit we report that:

- A. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- B. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- C. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- D. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- E. On the basis of the written representations received from the directors as on March 31, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- F. With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls with reference to financial statements.
- G. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- H. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i) The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements.
 - ii) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.



iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "**Annexure B**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

Place: Agra

Date: 29th May, 2019

Vinay Bansal

FCA (ICAI)

Partner

M. No. : 400516

For & on behalf of

Vinay Bansal & Associates

Chartered Accountants

F. R. No. : 015675C



ANNEXURE A TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF ANNA INFRASTRUCTURES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act").

We have audited the internal financial controls over financial reporting of Anna Infrastructures Limited as of 31.03.2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance 168 Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence I/we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in



accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31.03.2019.

Place: Agra
Date: 29th May, 2019

Vinay Bansal
FCA (ICAI)
Partner
M. No. : 400516
For & on behalf of
Vinay Bansal & Associates
Chartered Accountants
F. R. No. : 015675C



Reports under The Companies (Auditor's Report) Order, 2016 (CARO, 2016) for the year ended on 31st March, 2019

To,
The Members of ANNA INFRASTRUCTURES LIMITED

1) In Respect of Fixed Assets

- (a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management at reasonable intervals; No material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of the Company.

(2) In Respect of Inventory

Physical verification of inventory has been conducted at reasonable intervals by the management.

(3) Compliance under section 189 of The Companies Act, 2013

The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained u/s 189 of the companies Act-2013

- (a) N.A
- (b) N.A
- (c) N.A

(4) Compliance under section 185 and 186 of The Companies Act , 2013

In our opinion and according to the information and explanations given to us, the Company has not granted any loans, made any investments, or provide any guarantees, and security as envisaged under section 185 and 186 of the Companies Act, 2013 respectively.

(5) Compliance under section 73 to 76 of The Companies Act, 2013 and Rules framed there under while accepting Deposits

The company has not accepted any Deposits.

(6) Maintenance of cost records

To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under sub-section (l) of section 148 of the Companies Act for the products of the company.

(7) Deposit of Statutory Dues

- (a) The company is regular in depositing the undisputed statutory dues including provident fund, employees' state insurance, income tax, sales, tax wealth tax, service tax, custom duty, excise duty. Cess and other statutory dues applicable to the Company with the appropriate authorities. No undisputed amounts payable in respect of the aforesaid statutory dues were outstanding as at the last day of the financial year for a period of more than six months from the date they became payable.
- (b) There is no dispute with the revenue authorities regarding any duty or tax payable.

(8) Repayment of Loans and Borrowings

Based on our audit procedures and as per the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution, bank of debenture holders.

(9) Utilization of Money Raised by Public Offers and Term Loan For which they Raised

The Company has not applied term loans for the purposes other than for which those are raised.



(10) Reporting of Fraud During the Year

Based on our audit procedures and the information and explanation made available to us no such fraud noticed or reported during the year.

(11) Managerial Remuneration

Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

(12) Compliance by Nidhi Company Regarding Net Owned Fund to Deposits Ratio

As per information and records available with us The company is not Nidhi Company.

(13) Related party compliance with Section 177 and 188 of companies Act - 2013

Yes, All transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.

(14) Compliance under section 42 of Companies Act - 2013 regarding Private placement of Shares or Debentures

The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

(15) Compliance under section 192 of Companies Act - 2013

The company has not entered into any non-cash transactions with directors or persons connected with him.

(16) Requirement of Registration under 45-IA of Reserve Bank of India Act, 1934

The company is not required to be registered under section 45-IA of the Reserve Bank of India Act.

Place: Agra

Date: 29th May, 2019

Vinay Bansal

FCA (ICAI)

Partner

M. No. : 400516

For & on behalf of

Vinay Bansal & Associates

Chartered Accountants

F. R. No. : 015675C

**BALANCE SHEET** as at 31st March, 2019

(In Rs)

| Particulars | Note No | As at 31 st March, 2019 | As at 31 st March, 2018 |
|---|---------|------------------------------------|------------------------------------|
| I. ASSETS | | | |
| (1) Non-current assets | | | |
| (a) Property plant and equipment | 1 | 3,364,404 | 4,163,640 |
| (b) Capital work-in-progress | | NIL | NIL |
| (c) Intangible Assets | | NIL | NIL |
| (d) Financials Assets | | | |
| (i) Investments | 2 | 1,535,422 | 35,422 |
| (ii) Loans | | NIL | NIL |
| (iii) Other financial assets | | NIL | NIL |
| (e) Other non- current assets | | NIL | NIL |
| (f) Current tax assets (net) | 3 | 1,124,631 | 693,781 |
| (2) Current Assets | | | |
| (a) Inventories | 4 | 37,865,722 | 27,699,134 |
| (b) Financial assets | | | |
| (i) Trade Receivables | 5 | NIL | 500,000 |
| (ii) Cash & Cash Equivalents | 6 | 855,560 | 2062873 |
| (iii) Other Bank Balances | 7 | 325,000 | 2300283 |
| (iv) Loans | 8 | 46,076,213 | 52190645 |
| (v) Other financial assets | 9 | 268,024 | 216612 |
| (c) Other Current assets | 10 | 625,000 | 345000 |
| Total | | 92,039,976 | 90207390 |
| II. EQUITY AND LIABILITIES | | | |
| (1) Equity | | | |
| (a) Equity share Capital | 11 | 38,000,000 | 38,000,000 |
| (b) Other Equity | 12 | 50,820,251 | 48,237,506 |
| (2) Liabilities | | | |
| (A) Non-Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 13 | 5,34,185 | 1,256,549 |
| (b) Provision | | NIL | NIL |
| (c) Deferred Tax Liabilities (net) | 27 | (199,570) | (150,408) |
| (B) Current Liabilities | | | |
| (a) Financial Liabilities | | | |
| (I) Borrowings | | NIL | NIL |
| (II) Trade Payables | 14 | | |
| (i) Total Outstanding Dues of Micro Enterprises and Small Enterprises | | NIL | NIL |
| (ii) Total Outstanding Dues of Creditors other than micro | | | |
| • Enterprises and Small Enterprises | | 38,558 | 135,228 |
| • Other Financial Liabilities | | NIL | NIL |



| | | | |
|-----------------------------------|----|-------------------|-------------------|
| (b) Provisions | 15 | 28,405 | 12,141 |
| (c) Other Current Liabilities | 16 | 1,837,883 | 1,422,840 |
| (d) Current Tax Liabilities (net) | 17 | 980,264 | 1,293,534 |
| Total | | 92,039,976 | 90,207,390 |

- i. The notes referred to above form an integral part of the Balance sheet. 1-35 For and on behalf of Board
- ii. Notes to the Accounts & Significant Accounting Policies annexed.
- iii. Signed in terms of our Report of even date.

(Vinay Bansal)

Partner

M. No. 400516

For and on behalf of

VINAY BANSAL & ASSOCIATES

Firm Reg. No. : 015675C
Chartered Accountants

Place: Agra

Date: 29th May, 2019

Ashok Kumar Mittal
Chairman

Anil Kumar Agarwal
Whole Time Director

Rakesh Kumar Mittal
Director

Kusum Singhal
Director

Narendra Kumar Singh
CFO

Kanchan Agarwal
Company Secretary

**PROFIT AND LOSS ACCOUNT** for the year ended 31st March, 2019

(In Rs)

| Particulars | Note No | For Year Ended 31 st March, 2019 | For Year Ended 31 st March, 2018 |
|---|------------|---|---|
| I. Revenue from operations | 18 | 8,721,298 | 10,760,059 |
| II. Other Income | 19 | 503,112 | 408,937 |
| III. Total Revenue (I +II) | | 9,224,410 | 11,168,996 |
| IV. Expenses: | | | |
| Cost of materials consumed | | NIL | NIL |
| Purchase of Stock-in-Trade | 4 | 11,043,788 | 5,597,550 |
| Changes in inventories of finished goods, work-in-progress and Stock-in-Trade | | (10,166,588) | (3,942,465) |
| Employee benefit expense | 20 | 2,093,346 | 2,043,457 |
| Financial costs | 21 | 166,455 | 277,615 |
| Depreciation and amortization expense | 1 | 799,236 | 799,236 |
| Other expenses | 22 | 1,774,326 | 1,443,654 |
| Total Expenses | | 5,710,563 | 6,219,047 |
| V. Profit before exceptional and extraordinary items and tax | (III-IV) | 3,513,847 | 4,949,949 |
| VI. Exceptional Items | | NIL | NIL |
| VII. Profit before extraordinary items and tax (V - VI) | | 3,513,847 | 4,949,949 |
| VIII. Extraordinary Items | | NIL | NIL |
| IX. Profit before tax (VII - VIII) | | 3,513,847 | 4,949,949 |
| X. Tax expense: | | | |
| (1) Current tax | | 980,264 | 1,293,534 |
| (2) Deferred tax | | (49,162) | (19,501) |
| XI. Profit(Loss) from the period from continuing operations | (VII-VIII) | 2,582,745 | 3,675,916 |
| XII. Profit/(Loss) from discontinuing operations | | NIL | NIL |
| XIII. Tax expense of discounting operations | | NIL | NIL |
| XIV. Profit/(Loss) from Discontinuing operations (XII - XIII) | | NIL | NIL |
| XV. Profit/(Loss) for the period (XI + XIV) | | 2,582,745 | 3,675,916 |
| XVI. Earning per equity share: | | | |
| (1) Basic | 23 | 0.68 | 0.97 |
| (2) Diluted | 23 | 0.68 | 0.97 |
| i. The notes referred to above form an integral part of the Balance sheet. | 1-35 | For and on behalf of Board | |
| ii. Notes to the Accounts & Significant Accounting Policies annexed. | | | |
| iii. Signed in terms of our Report of even date. | | | |

(Vinay Bansal)

Partner

M. No. 400516

For and on behalf of

VINAY BANSAL & ASSOCIATESFirm Reg. No. : 015675C
Chartered Accountants

Place: Agra

Date: 29th May, 2019**Ashok Kumar Mittal**
Chairman**Anil Kumar Agarwal**
Whole Time Director**Rakesh Kumar Mittal**
Director**Kusum Singhal**
Director**Narendra Kumar Singh**
CFO**Kanchan Agarwal**
Company Secretary

**CASH FLOW STATEMENT** for the year ended 31st March, 2019

(In Lakhs)

| PARTICULARS | Year ended 31 st March, 2019 | Year ended 31 March, 2018 |
|---|--|------------------------------|
| <i>Cash flow from Operating activities</i> | | |
| Net Profit after Tax | 25.83 | 36.76 |
| Adjustments for : | | |
| Depreciation & Amortization | 7.99 | 7.99 |
| Provision for Current Tax | 9.80 | 12.94 |
| Loss / (Profit) on sale of Fixes Assets / Investments, Net | NIL | 0.03 |
| Interests Costs | 1.66 | 2.78 |
| Interest & Dividend Incomes | 5.03 | 4.09 |
| Deferred Taxes | (0.49) | (0.20) |
| Operating cash flow before changes in working capital | 49.83 | 64.39 |
| Changes in Working Capital | | |
| (Increase) / decrease in Current Assets | (43.14) | (21.52) |
| Increase / (decrease) in Current Liabilities & Provisions | 0.21 | 6.56 |
| Net changes in Working Capital | (42.93) | (14.96) |
| Income Taxes Paid | (9.80) | (12.94) |
| Net Cash generated / (used in) from Operating Activities (A) | (2.91) | 36.50 |
| <i>Cash flow from Investing activities</i> | | |
| Interest & Dividend Incomes received | (5.03) | (4.09) |
| Investments Made in Mutual Funds | NIL | NIL |
| Capital Expenditure | NIL | NIL |
| Sale of Fixed Assets / Investments | NIL | NIL |
| Net Cash generated from Investing Activities (B) | (5.03) | (4.09) |
| <i>Cash flow from Financing activities</i> | | |
| Fresh Secured Loan Taken | NIL | NIL |
| Repayment of Secured Loans | (7.22) | (7.77) |
| Interest Paid | (1.66) | (2.78) |
| Net Cash used in Financing Activities (C) | (8.89) | (10.55) |
| Net Increase in Cash and Bank Balances (A+B+C) | (31.83) | 21.86 |
| Cash and Bank balances at the beginning of the year | 43.63 | 21.77 |
| Cash and Bank balances at the end of the year | 11.81 | 43.63 |

For and on behalf of Board

Ashok Kumar Mittal
ChairmanAnil Kumar Agarwal
Whole Time DirectorRakesh Kumar Mittal
DirectorKusumSinghal
DirectorNarendra Kumar Singh
CFOKanchanAgarwal
Company Secretary



CASH FLOW STATEMENT

for the year ended 31st March, 2019

AUDITORS' CERTIFICATE

We have verified the above Cash Flow Statement of Anna Infrastructures Limited derived from the Audited Financial Statements for the year ended March 31, 2019 and March 31, 2018 and found the same to be in accordance with the requirements of SEBI (Listing Obligation & Disclosure Requirements) Regulation, 2015 with the Stock Exchanges and based on and in agreement with the corresponding Profit & Loss Statement and Balance Sheet of the Company covered by our Report dated 29.05.2019 to the members of the Company.

(Vinay Bansal)

Partner

M. No. 400516

For and on behalf of

VINAY BANSAL & ASSOCIATES

Firm Reg. No. : 015675C

Chartered Accountants

Place: Agra

Date: 29.05.2019



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019

NOTE 1. PROPERTY, PLANT AND EQUIPMENT

| ASSETS | GROSS BLOCK | | | DEPRECIATION | | | | | NET BLOCK | |
|-----------------------|------------------|------------|-------------|------------------|------------------|----------------|-------------|------------------|------------------|------------------|
| | AS ON | ADDITIONS | SALE/TRF./ | AS ON | AS ON | FOR THE | SALE/ | AS ON | AS ON | AS ON |
| | 01.04.2018 | | WRITTEN OFF | 31.03.2019 | 01.04.2018 | YEAR | WRITTEN OFF | 31.03.2019 | 31.03.2019 | 31.03.2018 |
| | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. | Rs. |
| Own assets | | | | | | | | | | |
| Building | 1,023,120 | NIL | NIL | 1,023,120 | 370,007 | 45,530 | NIL | 415,537 | 607,583 | 653,113 |
| Vehicles | 6,529,702 | NIL | NIL | 6,529,702 | 3,142,335 | 728,718 | NIL | 3,871,053 | 2,658,649 | 3,387,367 |
| Furniture & fixture | 1,031,434 | NIL | NIL | 1,031,434 | 979,864 | NIL | NIL | 979,864 | 51,570 | 51,570 |
| Electrical equipments | 75,490 | NIL | NIL | 75,490 | 71,716 | NIL | NIL | 71,716 | 3,774 | 3,774 |
| Computers | 302,325 | NIL | NIL | 302,325 | 272,698 | 15,042 | NIL | 287,740 | 14,585 | 29,627 |
| Office equipments | 240,958 | NIL | NIL | 240,958 | 202,769 | 9,946 | NIL | 212,715 | 28,243 | 38,189 |
| Total | 9,203,029 | NIL | NIL | 9,203,029 | 5,039,389 | 799,236 | 0 | 5,838,625 | 3,364,404 | 4,163,640 |
| Grand total | 9,203,029 | NIL | NIL | 9,203,029 | 5,039,389 | 799,236 | 0 | 5,838,625 | 3,364,404 | 4,163,640 |
| Previous year | 9,371,745 | NIL | 168,716 | 9,203,029 | 4,405,565 | 799,236 | 165,412 | 5,039,389 | 4,163,640 | 4,966,180 |

NOTE 2. INVESTMENTS

| Particulars | Face Value | Nos. | Nos. | Value | Value |
|---------------------------------------|------------|------------|------------|---------------|------------|
| | Rs. | 31.03.2019 | 31.03.2018 | 31.03.2019 | 31.03.2018 |
| CURRENT INVESTMENTS : | | | | | |
| Un-Quoted | | | | 1,500,000 | NIL |
| Reliance Ultra Short Duration Fund | | | | | |
| FULLY PAID UP EQUITY SHARES | | | | | |
| Quoted | | | | | |
| Datapro Information Technology Ltd. | 2 | 500 | 500 | 1,000 | 1,000 |
| Inox Leasing Limited | 10 | 100 | 100 | Nil | Nil |
| Shree Rajeshwaranand Paper Mills Ltd. | 10 | 100 | 100 | 1,000 | 1,000 |
| Sumeet Industries Ltd | 10 | 200 | 200 | 760 | 760 |
| JP Associates | 2 | 1,000 | 1,000 | 32,662 | 32,662 |
| TOTAL QUOTED EQUITY | | | | 35,422 | 35,422 |

| | Cost | Mkt. Value |
|---|------------------|---------------|
| Aggregate Value of Quoted Current Investments | 35,422 | 7,017 |
| TOTAL Current Investments | 1,535,422 | 35,422 |

**NOTES** TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (contd.)**NOTE 3. CURRENT TAX ASSETS (NET)**

| | As at 31.03.2019 | As at 31.03.2018 |
|-----------------------------|------------------|------------------|
| Advance Tax (Including TDS) | 1,124,631 | 693,781 |
| TOTAL | 1,124,631 | 693,781 |

NOTE 4. INVENTORIES

| | As at 01.04.2018 | Additions during the yr. | Cost of Goods Sold | As at 31.03.2019 |
|---|---------------------|-----------------------------|-----------------------|---------------------|
| - Ikon City Project | 3,757,841 | 956,399 | NIL | 4,714,240 |
| - Ikon Vatika Project (Khasra No.104 & 105) | 2,803,640 | NIL | NIL | 2,803,640 |
| - Ikon Vatika (Sumanglam Residency) | 3,067,491 | 6,468,360 | NIL | 9,535,851 |
| - Ikon Vatika (Vigyan Vihar) | 643,291 | 581,552 | 877,200 | 347,643 |
| -Anna Ikon Project | 5,801,091 | 1,684,679 | NIL | 7,485,770 |
| - Shivalik Residency Project | 13,358 | NIL | NIL | 13,358 |
| - Ikon Greens Project | 2,553,402 | 1,352,798 | NIL | 3,906,200 |
| - Kalal Kheria Project | 9,059,020 | NIL | NIL | 9,059,020 |
| Total | 27,699,134 | 11,043,788 | 877,200 | 37,865,722 |

NOTE 5. TRADE RECEIVABLES

| | As at 31.03.2019 | As at 31.03.2018 |
|-------------------|------------------|------------------|
| Trade receivables | NIL | 500,000 |
| | NIL | 500,000 |

NOTE 6. CASH AND CASH EQUIVALENTS

| | As at 31.03.2019 | As at 31.03.2018 |
|--|------------------|------------------|
| (a) Cash and Cheques in hand as Certified by management | 330,353 | 94,328 |
| (b) With scheduled banks : - In Current Accounts | 525,207 | 1,968,545 |
| | 855,560 | 2,062,873 |

NOTE 7. OTHER BANK BALANCE

| | As at 31.03.2019 | As at 31.03.2018 |
|------------------|------------------|------------------|
| In Fixed deposit | 3,25,000 | 2,300,283 |
| | 325000 | 2,300,283 |

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019** (contd.)**NOTE 8. LOANS**

| | As at 31.03.2019 | As at 31.03.2018 |
|-----------------------|-------------------|-------------------|
| Loans (Unsecured) | | |
| - Considered Good | 46,076,213 | 52,190,645 |
| - Considered Doubtful | NIL | NIL |
| | 46,076,213 | 52,190,645 |

NOTE 9 OTHER FINANCIAL ASSETS

| | As at 31.03.2019 | As at 31.03.2018 |
|---|------------------|------------------|
| Advances | | |
| -Recoverable in cash or kind or value to received | 268,024 | 216,612 |
| | 268,024 | 216,612 |

NOTE 10. OTHER CURRENT ASSETS

| | As at 31.03.2019 | As at 31.03.2018 |
|----------------------------|------------------|------------------|
| Accrued Income on Projects | 625,000 | 345,000 |
| | 625,000 | 345,000 |

NOTE 11. EQUITY SHARE CAPITAL

| Particulars | As at 31 st March, 2019 | | As at 31 st March, 2018 | |
|--|------------------------------------|-------------------|------------------------------------|-------------------|
| | Number of shares | Amount | Number of shares | Amount |
| (a) Authorized | | | | |
| Equity shares of Rs 10/- each with voting rights | 5,000,000 | 50,000,000 | 5,000,000 | 50,000,000 |
| (b) Issued | | | | |
| Equity shares of Rs 10/- each with voting rights | 3,800,000 | 38,000,000 | 3,800,000 | 38,000,000 |
| (c) Subscribed and fully paid up | | | | |
| Equity shares of Rs 10/-each with voting rights | 3,800,000 | 38,000,000 | 3,800,000 | 38,000,000 |
| (d) Subscribed but not fully paid up | | | | |
| | - | - | - | - |
| Total | 3,800,000 | 38,000,000 | 3,800,000 | 38,000,000 |

The company has only one class of shares referred to as equity shares having a par value of Rs. 10/-. Each holder of one equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holders of the shares shall be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. However, no such preferential amounts exist currently. The amount distributed will be in proportion to the number of equity shares held by the shareholders.

**NOTES** TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (contd.)

Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting period:

| Particulars | Opening Balance | Fresh issue | Other changes (give details) | Closing Balance |
|---|-----------------|-------------|------------------------------|-----------------|
| Equity shares with voting rights | | | | |
| Year ended 31 March, 2019 | | | | |
| - Number of shares | 3,800,000 | - | - | 3,800,000 |
| - Amount (in Rs.) | 38,000,000 | - | - | 38,000,000 |
| Year ended 31 March, 2018 | | | | |
| - Number of shares | 3,800,000 | - | - | 3,800,000 |
| - Amount (in Rs.) | 38,000,000 | - | - | 38,000,000 |

Details of shares held by each shareholder holding more than 5% shares:

| Class of shares / Name of shareholder | As at 31 st March, 2019 | | As at 31 st March, 2018 | |
|---|------------------------------------|-----------------------------------|------------------------------------|-----------------------------------|
| | Number of shares held | % holding in that class of shares | Number of shares held | % holding in that class of shares |
| Equity shares with voting rights | | | | |
| Amit Mittal | 388,200 | 10.22% | 388,200 | 10.22% |
| Rakesh Kumar Mittal | 510,500 | 13.43% | 510,500 | 13.43% |
| Ashok Kumar Mittal | 329,910 | 8.68% | 329,910 | 8.68% |

NOTE 12. OTHER EQUITY

| | As at 01.04.2018 | Additions | Deductions * | As at 31.03.2019 |
|--------------------------------|------------------|-----------|--------------|------------------|
| General Reserve | 2,325,000 | NIL | NIL | 2,325,000 |
| Statutory Reserve for Deposits | 5,615,000 | NIL | NIL | 5,615,000 |
| Surplus - balance in P&L A/C | 40,297,506 | 2,582,745 | NIL | 42,880,251 |
| Total Reserves & Surplus | 48,237,506 | 2,582,745 | NIL | 50,820,251 |

NOTE 13. BORROWINGS

| | As at 31.03.2019 | As at 31.03.2018 |
|---------------------------|------------------|------------------|
| (I) Secured Loans | | |
| Kotak Mahindra Term Loan* | 534,185 | 1,256,549 |
| | 534,185 | 1,256,549 |

* Secured against Vehicle of the Company & Personal Guarantee of the Directors.

NOTE 14. TRADE PAYABLES

| | As at 31.03.2019 | As at 31.03.2018 |
|------------------------|------------------|------------------|
| Creditors for Expenses | 38,558 | 135,228 |
| | 38,558 | 135,228 |

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (contd.)****NOTE 15. SHORT TERM PROVISIONS**

| | As at 31.03.2019 | As at 31.03.2018 |
|--|------------------|------------------|
| Provision for Diminution in value of Investments | 28,405 | 12,141 |
| | 28,405 | 12,141 |

NOTE 16. OTHER CURRENT LIABILITIES

| | As at 31.03.2019 | As at 31.03.2018 |
|------------------------|------------------|------------------|
| Rent Security | 30,000 | 12,600 |
| TDS Payable | 7,883 | 10,240 |
| Advance from Customers | 1,800,000 | 1,400,000 |
| | 1,837,883 | 1,422,840 |

NOTE 17. CURRENT TAX LIABILITIES (NET)

| | As at 31.03.2019 | As at 31.03.2018 |
|--------------------------|------------------|------------------|
| Provision for Income Tax | 980,264 | 1,293,534 |
| | 980,264 | 1,293,534 |

NOTE 18. REVENUE FROM OPERATIONS

| | As at 31.03.2019 | As at 31.03.2018 |
|--|------------------|-------------------|
| (A) INTEREST ON LOANS | | |
| Interest Income | 5,517,298 | 6,023,759 |
| | 5,517,298 | 6,023,759 |
| (B) SALES | | |
| - Ikon Greens Project | NIL | 1,561,300 |
| - Ikon Vatika (Sumanglam Residency) | NIL | 3,175,000 |
| - Ikon Vatika (Vigyan Vihar) | 2,924,000 | NIL |
| | 2,924,000 | 4,736,300 |
| (C) OTHER INCOME FROM REAL ESTATE | | |
| - Other Income from Real Estate Activities | 2,80,000 | NIL |
| | 2,80,000 | NIL |
| Total Revenue from Operations (A+B+C) | 8,721,298 | 10,760,059 |

NOTE 19. OTHER INCOME

| | As at 31.03.2019 | As at 31.03.2018 |
|--|------------------|------------------|
| Interest (TDS Rs. 9,571/- Previous Year : Rs. 2,298/-) | 96,388 | 23,979 |
| Rental Income | 404,724 | 382,707 |
| Dividend | 2,000 | NIL |
| Provision for Uprising value of Investments | NIL | 2,251 |
| | 503,112 | 408,937 |



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (contd.)

NOTE 20. EMPLOYEE BENEFIT EXPENSE

| | As at 31.03.2019 | As at 31.03.2018 |
|---------------------------|------------------|------------------|
| Salary | 2,048,400 | 1,959,733 |
| Food & Beverages to Staff | 44,946 | 45,324 |
| Others benefits | NIL | 38400 |
| | 2,093,346 | 2,043,457 |

NOTE 21. FINANCIAL COSTS

| | As at 31.03.2019 | As at 31.03.2018 |
|------------------------------------|------------------|------------------|
| Interest to Financial Institutions | 97,374 | 170,016 |
| Interest Paid on Income-Tax/TDS | 51,219 | NIL |
| Commission Paid | NIL | 95,250 |
| Bank Charges | 17,862 | 12,349 |
| | 166,455 | 277,615 |

NOTE 22. OTHER EXPENSES

| | As at 31.03.2019 | As at 31.03.2018 |
|---|------------------|------------------|
| Advertisement Expenses | 32,256 | 32,582 |
| Electricity & Power | 254,623 | 261,758 |
| Motor Car Expenses | 404,918 | 279,670 |
| Telephone Expenses | 48,416 | 58,549 |
| Scooter Expenses | 11,757 | 15,395 |
| Festival Expenses | 23,762 | 19,750 |
| Office Expenses | 36,973 | 38,854 |
| Printing & stationary | 47,271 | 31,287 |
| Postage & Courier Expenses | 18,290 | 26,876 |
| Business Promotion | 30,277 | 28,903 |
| Repairs & Maintenance | 13,450 | 19,540 |
| Legal & Professional Charges | 669,728 | 518,553 |
| Auditors Remuneration | 25,000 | 25,000 |
| Books & Periodicals | 4,160 | 3,894 |
| Written Off | 36,318 | 3,304 |
| Meeting Expenses | 87,450 | 79,739 |
| Website Expenses | 7953 | NIL |
| Travelling Expenses | 5460 | NIL |
| Provision for Diminuation in Value of Investments | 16264 | NIL |
| | 1,774,326 | 1,443,654 |

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (contd.)****NOTE 23. BEING PART OF NOTES ON ACCOUNTS****EARNING PER SHARES**

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of equity shares considered for deriving basic earnings per share since the company have not issued any securities which can be potential equity shares.

NOTE 24. BEING PART OF NOTES ON ACCOUNTS

- Particulars of employees who are in receipt of Rs. 60,00,000 per annum when employed throughout the Financial year or Rs. 5,00,000 per month when employed for the part of year : Nil (2017-18 : Nil).
- As none of the employee is covered by the eligibility criteria hence no provision for the retirement benefit has been made.

NOTE 25. BEING PART OF NOTES ON ACCOUNTS

| | As at 31.03.2019 | As at 31.03.2018 |
|----------------------------|------------------|------------------|
| PAYMENT TO AUDITORS | | |
| A) Statutory Audit | 20,000 | 20,000 |
| B) Tax Audit | 5,000 | 5,000 |
| | 25,000 | 25,000 |

NOTE 26. BEING PART OF NOTES ON ACCOUNTS

- An Amount of Rs. 980,264 has been provided for in the accounts of the Company for the Financial Year 2018-19 towards Income Tax in accordance with the provisions of the Income Tax Act, 1961. (2017-18 : Rs. 1,293,534)."
- Deferred Tax expense or benefit is recognized on timing difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.
- Deferred tax asset and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

NOTE 27. BEING PART OF NOTES ON ACCOUNTS

In accordance with Accounting Standard 22 "Accounting for Taxes on Incomes" notified under the Companies Act, 2013 by the Central Government, the timing difference have resulted in net deferred tax Asset of Rs 199,570/- as the year end 31st March, 2019.

| Break up of Deferred Tax Assets is given below : | As at 31.03.2019 | As at 31.03.2018 |
|--|------------------|------------------|
| A. DEFERRED TAX ASSETS: | | |
| On Account Of Depreciation | | |
| DTA / (DTL) Brought forward from earlier years | 150,408 | 130,907 |
| Additions during the year | 49,162 | 19,501 |
| Closing Balance | 199,570 | 150,408 |



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (contd.)

NOTE 28. BEING PART OF NOTES ON ACCOUNTS

The Company is a Small and Medium-sized Company (SMC) as defined in the General Instructions in respect of Accounting Standards notified under the Companies Act, 2013. Accordingly, the Company has compiled with the Accounting Standards as applicable to a Small and Medium-Sized Company.

NOTE 29. BEING PART OF NOTES ON ACCOUNTS

The Company has not received any intimation from "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence, the following disclosures under the said Act have been shown as Nil.

| | As at 31.03.2019 | As at 31.03.2018 |
|--|------------------|------------------|
| A. The principal amount and interest due thereon (to be shown separately) remaining unpaid to any supplier as at the end of accounting year; | NIL | NIL |
| B. The amount of interest paid by the buyer in terms of Section 16 of the said Act along with the amount of the payment made to the supplier beyond the appointed day during each accounting period; | NIL | NIL |
| C. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointment day during the year) but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006; | NIL | NIL |
| D. The amount of interest accrued and remaining unpaid at the end of each accounting year; and | NIL | NIL |
| E. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, under Section 23 of Micro, Small and Medium Enterprises Development Act, 2006. | NIL | NIL |

NOTE 30. BEING PART OF NOTES ON ACCOUNTS

Related Party disclosures, as required in terms of Accounting Standard (AS) 18 are given below :

Relationships :

A) Individuals having voting power with control or significant influence :

- i) Shri. Amit Mittal
- ii) Shri. Rakesh Kumar Mittal
- iii) Shri. Ashok Kumar Mittal
- iv) Shri. Ramesh Chand Agarwal
- v) Shri. Anil Kumar Agarwal

B) Relatives of Key Management Personnel, where transaction have taken place :

- i) NIL

C) Associate Companies owned by Directors or Major Shareholders :

- i) NIL

Note : Related party relationships are as identified by the Company and relied upon by the Auditors.

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (contd.)**

Transactions carried out with related parties referred to above in ordinary course of business :

| Nature of Transaction | Individual with Control | Relatives of Key Managerial Personnel | Associate Companies owned by Directors/major Share holders | TOTAL |
|----------------------------|-------------------------|---------------------------------------|--|-----------------|
| 1) Loans Received | - | - | - | - |
| 2) Loans Refunded | - | - | - | - |
| 3) Directors Sitting Fees | 18,500 | - | - | 18,500 |
| 3) Directors' Remuneration | 6,00,000 | - | - | 6,00,000 |
| TOTAL | 6,18,500 | - | - | 6,18,500 |

NOTE 31. BEING PART OF NOTES ON ACCOUNTS

Preliminary Expenses are being written off over a period of five years.

NOTE 32. BEING PART OF NOTES ON ACCOUNTS**Provision, Contingent Liabilities & Contingent Assets :**Estimated amounts of contract to be executed and not provided for as on 31st March 2019 is: Nil (2017-18: Nil)

In the opinion of the Board, the assets other than fixed assets and noncurrent investments are approximately of the same value stated, if realized in the ordinary course of business.

NOTE 33. BEING PART OF NOTES ON ACCOUNTS

Earnings in foreign currency of Rs. Nil (2017-18: Nil)

Expenditure in foreign currency of Rs. Nil (2017-18: Nil)

NOTE 34. BEING PART OF NOTES ON ACCOUNTS

Previous year's figures have been regrouped wherever necessary.

For and on behalf of Board

(VinayBansal)

Partner

M. No. 400516

Ashok Kumar Mittal
Chairman**Anil Kumar Agarwal**
Whole Time Director**Rakesh Kumar Mittal**
DirectorFor and on behalf of
Vinay Bansal & AssociateFirm Reg. No. : 015675C
Chartered Accountants**Kusum Singhal**
Director**Narendra Kumar Singh**
CFO**Kanchan Agarwal**
Company Secretary

Place: Agra

Date: 29.05.2019

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (contd.)****NOTE 35. SIGNIFICANT ACCOUNTING POLICIES****1. RECOGNITION OF INCOME AND EXPENDITURE**

- (a) Under the Real Estate Division of the Company the Income recognized at the point of Sale or booking amount received on estimation basis and balance of Profit & Loss of particular project accounted in that year in which the entire sale of said project will be completed.
- (b) The Company has booked the Income on a GP basis on sales/Bookings of Plots Shops, and balance of Profit & Loss of particular project accounted in that year in which the entire sale of said project will be completed. The Company is following the same method of accounting from more than 10 years consistently. Company has not started new project after 01-04-2012 hence guidance note on Real Estate transaction (issued by ICAI) is not applicable on Company.
- (c) Revenue/Income and costs/Expenditure are recognized on an accrual basis except dividends.

2. FIXED ASSETS

Fixed Assets are stated at Cost less accumulated depreciation.

3. DEPRECIATION

Depreciation on Fixed Assets has been provided based on life assigned to each asset in accordance with schedule II of the Companies Act, 2013.

4. INVESTMENTS

Investments are held by the Company are classified into Current and Long Term Investments Categories in terms of RBI Guidelines and valued accordingly. Long Term Investments are stated at cost and provision for diminution in value is made wherever considered necessary, if the diminution is of permanent nature. Current Investments are stated at lower of cost and fair value. Gains/Losses on disposal or redemption of investments are recognized in the profit & Loss Statement.

5. INVENTORIES

Inventories under Real Estate Division of the Company are stated at lower of cost or net realizable value.

6. Confirmation of various debit and credit balances, loans and advances given and other liabilities etc. have not been received in some cases, which may have a revenue impact.

7. Remuneration to Directors

| Particulars | Current Year (Rs.) | Previous Year (Rs.) |
|-------------|--------------------|---------------------|
| Salary | 6,00,000 | 600,000 |

The Company is of the opinion that the computation of the net profit under section 198 of the Companies Act 2013 is not necessary as no commission is paid/payable to the Directors for the year ended 31.03.2018.

The total Remuneration paid to Director(s) is less than 5% of the Net Profits of the Company in accordance with Section 197(1) of the Companies Act, 2013.

8. Under Real Estate Division of the Company, the sale and booking is in progress in the following projects:

Plots in Ikon city Project
 Plots in Ikon Greens Project
 Land at Nainana Jaat
 Plots in Ikon Vatica (Project Sumangalam Residency)
 Plots in Ikon Vatica (Project Vigyan Vihar)
 Shops in Anna Complex
 Shops in Anna Ikon
 Plots in Ikon city Project



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2019 (contd.)

9. Segment Information

Composition of Business segment

The Company's business divided into two segments as

- I. Real Estate Business
- II. Loan and Investment

Normally there is no inter segment transactions in the company.

As at 31.03.2019 segment revenues, result and other information

| A. Segment Revenue (Income) | | |
|------------------------------------|------------------------------------|----------------------|
| I. | Real Estate Business | 32,04,300/- |
| II. | Loan and Investment | 55,17,298/- |
| Income from Operations | | 87,21,298/- |
| B. Segment Results | | |
| I. | Real Estate Business | 23,16,353/- |
| II. | Loan and Investment | 29,45,363/- |
| | Total | 52,61,716/- |
| | Less : Interest | 1,66,455/- |
| | Less : Net Unallocable Expenditure | 15,81,414/- |
| Total Profit before Tax | | 35,13,847/- |
| C. Capital Employed | | |
| I. | Real Estate Business | 3,72,81,002/- |
| II. | Loan and Investment | 5,15,39,249/- |
| Total | | 8,88,20,251/- |

10. Figures have been rounded off to the nearest rupee.

Ashok Kumar Mittal
Chairman

Anil Kumar Agarwal
Whole Time Director

Rakesh Kumar Mittal
Director

Kusum Singhal
Director

Narendra Kumar Singh
CFO

Kanchan Agarwal
Company Secretary

Place: Agra

Date: 29.05.2019



ANNA INFRASTRUCTURES LIMITED

CIN: L65910UP1993PLC070612

Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra-282002

ATTENDANCE SLIP

27th Annual General Meeting on 30th September, 2019

| | |
|--------------------------------------|--|
| Name of the Member attending meeting | |
| Reg. Folio/DP & Client No. | |
| No. of Shares Held | |

I certify that I am a registered Shareholder/Proxy for the registered shareholder of the Company. I hereby record my presence at the 27th Annual General Meeting of the Company at Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra-282002 at 2.00 P.M on Monday, the 30th September, 2019.

Members' Name _____

Proxy's Name _____

Members'/Proxy Signatures _____

Note:

- 1) Please fill this attendance slip and hand it over at the entrance of the premises.
- 2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHT HOURS before the commencement of the meeting.
- 3) A Proxy need not be a member of the Company.
- 4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.



ANNA INFRASTRUCTURES LIMITED

CIN: L65910UP1993PLC070612

Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra-282002

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

| | |
|-----------------------|--|
| Name of the Member(s) | |
| Registered Address | |
| E-mail Id | |
| Folio No /Client ID | |
| DP ID | |

I/We, being the member(s) holding _____ shares of the above named Company, hereby appoint

| | |
|----------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

| | |
|----------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

| | |
|----------------------------|------------|
| Name : | E-mail Id: |
| Address: | |
| Signature , or failing him | |

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the company, to be held on Monday, 30th day of September, 2019 at 2.00 p.m. at Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra-282002 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Sl. No. | Ordinary Business | Vote | |
|---------|--|------|---------|
| | | For | Against |
| 1. | Adoption of Statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 209 | | |
| 2. | Re-appointment of Mr. Rakesh Kumar Mittal who retires by rotation Special Audition | | |
| 3. | Appointment of Vivek Agarwal as Independent Director | | |

Signed this ____ day of ____ 2019

Affix Revenue
Stamps of Rs. 1/-

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder

Across Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company

ANNEXURE TO THE NOTICE

ROUTE MAP FOR VENUE OF 27TH ANNUAL GENERAL MEETING

Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra-282002

