



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

Mr. Vivek Agarwal

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



28th ANNUAL GENERAL MEETING OF ANNA INFRASTRUCTURES LIMITED

Date: 30th December, 2020

Time: 2:00 P.M.

Place: Video Conferencing
Deemed Registered Office

Email ID :annainfra@gmail.com















Website :www.annainfrastructures.com

Telephone :0562-2526650

CORPORATE INFORMATION



CONTENT

 NOTICE OF 28 th ANNUAL GENERAL MEETING	4
 EXPLANATORY STATEMENT	11-14
 DIRECTORS' REPORT	15-33
 REPORT ON CORPORATE GOVERNANCE	34-45
 CERTIFICATE ON CORPORATE GOVERNANCE	46
 COMPLIANCE OF CODE OF CONDUCT	47
 WHOLE-TIME DIRECTOR AND CFO CERTIFICATION	48
 CERTIFICATION BY AUDITOR	49
 CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS	50
 INDEPENDENT AUDITORS REPORT	51-58
 BALANCE SHEET	59-60
 STATEMENT OF PROFIT & LOSS ACCOUNT	61
 CASH FLOW STATEMENT	62-63
 NOTES TO ACCOUNTS	64-74



NOTICE OF 28TH ANNUAL GENERAL MEETING

Notice is hereby given that Twenty-Eighth Annual General Meeting of the Members of ANNA INFRASTRUCTURES LIMITED ('the Company') will be held on **Wednesday, 30th December, 2020** Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") at 2:00 P.M. to transact the following business. The venue of the meeting shall be deemed to be the registered office of the Company at Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra-282002 Uttar Pradesh IN.

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, 2020 including audited Balance Sheet as at 31st March, 2020 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. Ramesh Chand Agarwal (DIN: [00559731](#)), who retires by rotation and being eligible, offer himself for re-appointment.

SPECIAL BUSINESS:

3. TO APPROVE THE RE-APPOINTMENT OF MRS. KUSUM SINGHAL (HOLDING DIN: 07142552) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the members/shareholders of the Company be and are hereby accorded to the Re-appointment of **Mrs. Kusum Singhal (holding DIN: 07142552)** as an 'Independent Director' (Non-Executive) on the Board of the Company for a period of five consecutive years from 01.04.2020 to 31.03.2025 as recommend/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on February 12, 2020."

"RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mrs. Kusum Singhal** be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time."

4. TO APPROVE THE RE-APPOINTMENT OF MR. RHYTHM GARG (HOLDING DIN: [02881514](#)) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 149, 150, 152, 197 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s)



or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, the approval of the members/shareholders of the Company be and are hereby accorded to the Re-appointment of **Mr. Rhythm Garg** (holding DIN: [02881514](#)) as an 'Independent Director' (Non-Executive) on the Board of the Company for a period of five consecutive years from 11.04.2020 to 12.04.2025 as recommend/ approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on February 12, 2020."

"RESOLVED FURTHER THAT pursuant to the provisions of sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Rhythm Garg** be paid such fees as the Board may approve from time to time and subject to such limits, prescribed or as may be prescribed by the Company from time to time."

5. TO APPROVE THE RE-APPOINTMENT OF MR. ANIL KUMAR AGARWAL AS A WHOLE TIME DIRECTOR OF THE COMPANY.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections , 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the members/shareholders of the Company be and are hereby accorded to approve the terms of re-appointment and remuneration of MR. ANIL KUMAR AGARWAL (DIN: 00399487) as a Whole Time Director of the Company, for a period of five years with retrospective effect from May 30, 2020 to June 1, 2025, as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on February 12, 2020, on the terms and conditions including remuneration as set out in explanatory statement annexed to the notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and/or remuneration as it may deem fit and as may be accepted to Mr. Anil Kumar Agarwal, subject to the same not exceeding the limit specified under Schedule V to the Companies Act, 2013 or any statutory modifications or re-enactment thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

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

Agra, December 2, 2020

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

Registered Office:

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



NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013, read with SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 with respect to the business set out under Item Nos. 3 to 5 of the Notice is annexed hereto and forms part of the notice.
2. The relevant details as required under regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and clause 1.2.5 of SS-2 (Secretarial Standards – 2) on General meetings by the Institute of Company Secretaries of India, in respect of the person seeking appointment / re-appointment as Directors at the Annual General Meeting ('AGM') are furnished herewith and forms part of the Notice.
3. *The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 24th December, 2020 to Wednesday, 30th December, 2020 (both days inclusive) for the purpose of AGM.*

CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING 28TH AGM

- A. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

The Deemed Venue for the 28th AGM shall be the registered office of the Company.

- B. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the 28th AGM will be provided by CDSL.
- C. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- D. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- E. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
- F. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 28th AGM has been uploaded on the website of the Company at www.annainfrastructures.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.



- G. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

PROCEDURE AND INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Sunday, 27th December, 2020 at 10:00 AM to Tuesday, 29th December, 2020 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 December, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (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.
 Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **Company/RTA email id**.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **3 days prior to meeting (i.e. 30th December, 20 20)** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting (i.e. 30th December, 20 20)** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility , then the votes cast by such



shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.

(xx) **Note for Non – Individual Shareholders and Custodians**

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
6. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; annainfra@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

4. Other Guidelines for Members

- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the **cut-off** date of **23rd December, 2020**.
- b. **The remote e-voting facility shall be opened Sunday, 27th December, 2020 at 10:00 AM to Tuesday, 29th December, 2020 at 5:00 PM**, both days inclusive. The remote e-voting facility shall not be allowed beyond 5:00 p.m. on Tuesday, 29th December, 2020. 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.
- c. **Mr. Aditya Narayan Shrivastava, Advocate (Civil Court, Agra, Reg. No. 867/93)** has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- d. The Scrutinizer shall after the conclusion of e-Voting at the 28th AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer’s report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, within 48



(forty eight) hours from the conclusion of the 28th AGM, who shall then countersign and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.ufl exltd.com and on the website of CDSL at <https://www.evotingindia.com/> immediately after the declaration of Results by the Chairman or a person authorized by him. The results shall also be immediately forwarded to the Stock Exchanges i.e. The BSE Limited ("BSE").

5. Pursuant to the MCA Circulars and SEBI Circular, in view of the prevailing situation, owing to the difficulties involved in dispatching of physical copies of the Notice of the 28th AGM and the Annual Report for the year 2019-20 including therein the Audited Financial Statements for year 2019-20, are being sent only by email to the Members. Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the 28th AGM and the Annual Report for the year 2019-20 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below:-
 - a. For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, by email to the Company's email address annainfra@gmail.com.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant/s.
6. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
8. In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from 1st April 2019. In view of the above, Members are advised to dematerialize shares held by them in physical form.
9. Electronic copy of all the documents referred to in the accompanying Notice of the 28th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.annainfrastructures.com.
10. Details as required in sub-regulation (3) of Regulation 36 of the Listing Regulations and Secretarial Standard on General Meeting (SS-2) of ICSI, in respect of the Directors seeking appointment/ re-appointment at the 28th AGM, forms integral part of the Notice of the 28th AGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
11. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item no. 3:

Mrs. Kusum Singhal (DIN: 07142552) was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting (AGM) held in the September 25, 2015 to hold office for a period of 5 (Five) years with effect from March 30,2015 (the date of Appointment as additional director).

In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution.

Mrs. Kusum Singhal, who being eligible and has offered himself for re-appointment, is proposed to be appointed as an Independent Director for a Second Term of 5 (Five) years from the end of his current tenure.

In the opinion of the Board, Mrs. Kusum Singhal fulfills the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the Management.

In the Performance Evaluation conducted for the year 2019- 20, the performance of Mrs. Kusum Singhal was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise. Details on his attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on February 12, 2020, has approved the re-appointment of Mrs. Kusum Singhal as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

Except Mr. Mrs. Kusum Singhal, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 3 of this Notice.

Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is set out in the annexure to the Explanatory Statement.

Item no. 4:

Mr. Rhythm Garg (DIN: 02881514) was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting (AGM) held in the September 25, 2015 to hold office for a period of 5 (Five) years with effect from April 10,2015 (the date of Appointment as additional director).

In terms of Section 149 of the Companies Act, 2013, an Independent Director is eligible for re-appointment on passing of Special Resolution.

Mr. Rhythm Garg, who being eligible and has offered himself for re-appointment, is proposed to be appointed as an Independent Director for a Second Term of 5 (Five) years from the end of his current tenure.



In the opinion of the Board, Mr. Rhythm Garg fulfills the conditions specified in the Act and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the Management.

In the Performance Evaluation conducted for the year 2019- 20, the performance of Mr. Rhythm Garg was evaluated satisfactory in the effective and efficient discharge of his role and responsibilities as an Independent Director of the Company. The Board and its allied Committees have benefitted from his relevant specialization and expertise. Details on his attendance of various Board and Committee Meetings held during the last financial year are included in the Corporate Governance Report of the Annual Report.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on February 12, 2020, has approved the re-appointment of Mr. Rhythm Garg as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

Except Mr. Rhythm Garg, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 4 of this Notice.

Disclosure under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is set out in the annexure to the Explanatory Statement.

Item no. 5:

Mr. Anil Kumar Agarwal is associated with the Company since 1993. His Guidance has been valuable in Company. Mr. Anil Kumar Agarwal Graduate in Commerce.

The present terms of appointment of Mr. Anil Kumar Agarwal is expiring on May 29, 2020 and it would be appropriate to re-appoint as a Whole Time Director of the Company for a period of five years with retrospective effect from May 30, 2020 to June 1, 2025.

The Board of Director of the Company at its meeting held on 12.02.2020 on the recommendation of the Nomination and Remuneration Committee in its meeting held on 12.02.2020, re-appointed of Mr. Anil Kumar Agarwal as Whole Time Director of the Company subject to the approval of members/ shareholders of the Company in 28th Annual General Meeting to be held on Wednesday, 30th day of December, 2020 as a Special Resolution, at the remuneration, in accordance with norms laid down in section 196, 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under Schedule V of Companies act, 2013.

The main terms and conditions of re-appointment of Mr. Anil Kumar Agarwal (hereinafter referred to as “WTD”) are given below:

A. Tenure of Re-Appointment: The re-appointment of the WTD is for a period of 5 years with effect from 30th May, 2020 to 1st June, 2025.

B. Nature of Duties: The WTD shall devote his whole time and attention to the business of the Company and carry out such duties as may be entrusted to him by the Board, and exercise such powers as may be assigned to him, subject to the superintendence, control and directions of the Board in connection with and in the best interest of the business of the Company and the business of any one or more of its Associated Companies and/or Subsidiaries, including performing duties as assigned by the Board from time to time, by serving on the Boards of such Associated Companies/Subsidiaries or any other Executive Body or a Committee of such a Company.



C. Remuneration: The Whole Time Director shall be entitled to remuneration as stated hereunder in terms of Schedule V of the Companies Act, 2013:

(i) Remuneration: (a) Mr. Anil Kumar Agarwal, Whole Time Director be paid remuneration by way of commission which shall not exceed 5% of the net profits of the Company for each year during his tenure of his office; (b) Benefits, perquisites and allowances as may be determined by the Board from time to time over and above the basic salary.

(ii) Minimum Remuneration: Notwithstanding anything to the contrary herein contained, in the event of loss or inadequacy of profits, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Mr. Anil Kumar Agarwal, such that the remuneration payable to him shall not exceed the maximum limits prescribed under sub-section II(A) of section II of the part II of Schedule V of the Companies Act, 2013, based on effective capital of the Company.

D. Other terms of Re-Appointment:

i. The WTD shall not become interested or otherwise concerned, directly or through his spouse and/or children, in any selling agency of the Company.

ii. The terms and conditions of the re-appointment of the WTD may be altered and varied from time to time by the Board as it may, in its discretion deem at, irrespective of the limits stipulated under Schedule V to the Act or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the WTD subject to such approvals as may be required.

iii. The re-appointment may be terminated by either party by giving to the other party one month notice of such.

In compliance with provision of Sections 196,197, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the terms of appointment and remuneration specified above are now being placed before the Members for their approval.

The Board recommends the Special Resolution set out at Item No. 5 for approval by shareholders.

Except Mr. Anil Kumar Agarwal, no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 5 of this Notice.



Annexure-I

Details of Directors seeking appointment/re-appointment at the Annual General Meeting (In pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mrs. Kusum Singhal	Mr. Rhythm Garg	Mr. Anil Kumar Agarwal
Date of Birth	02/06/1973	24/03/1985	28/07/1959
Date of Appointment	30/03/2015	10/04/2015	08/02/1993
Qualification	Masters in Commerce	Bachelor of Commerce	Masters in Commerce
Expertise in specific functional area	Having good knowledge of management affairs and adherence of Corporate Governance	Rich and vide experience in construction area.	22 experience in the field of real estate.
Directorship held in other companies (excluding Pvt. Companies) as on 31st March, 2020	NIL	NIL	NIL
Memberships/Chairmans hips of Committees as on 31st march, 2020	Nomination & Remuneration Committee-Chairperson	1. Audit Committee-Chairperson 2. Stakeholders Relationship Committee-Chairperson	1. Stakeholders Relationship Committee-Member
Relationship with other Director/s	Not related to any of the director of the company	Not related to any of the director of the company	Not related to any of the director of the company
Number of Shares held in the Company	NIL	NIL	52,600

Name of Director	Mr. Ramesh Chand Agarwal
Date of Birth	10/08/1946
Date of Appointment	08/02/1993
Qualification	Masters in Commerce
Expertise in specific functional area	Having good knowledge of management affairs and adherence of Corporate Governance
Directorship held in other companies (excluding Pvt. Companies) as on 31st March, 2020	NIL
Memberships/Chairmanships of Committees as on 31st march, 2020	None
Relationship with other Director/s	Brother of Anil Kumar Agarwal as being his elder brother
Number of Shares held in the Company	71,510

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

(Kanchan Agarwal)

Company Secretary

M.NO: A-33220

Agra, December 2, 2020

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 Eighth 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, 2020.

1. FINANCIAL RESULTS

The Company's performance during the financial year ended March 31, 2020 as compared to the previous financial year is summarized as below:

(In Rs.)

	Current Year ended 31/03/2020	Previous Year Ended 31/03/2019
Revenue from Operations before tax, interest & depreciation	11,532,979.00	8,721,298.00
Less: Depreciation	819,639.00	799,236.00
Less: Finance Charges	429,524.00	166,455.00
Profit Before Tax	2,901,621.00	3,513,847.00
Provision for Tax	657,982.00	931,102.00
Profit After Tax	2,243,639.00	2,582,745.00
Add: Balance brought forward from previous year	42,880,251.00	40,297,506.00
Profit available for appropriation	45,123,890.00	42,880,251.00
Balance to be carried forward to the balance sheet	45,123,890.00	42,880,251.00

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 1,21,44,090 as at 31st March, 2020 as compared to Rs. 92,24,410 as at 31st March, 2019.

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 2019-20.

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, 2019, 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, 2020, 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. Ramesh Chand Agarwal, 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

During the year Mr. Shambhu Dayal Agarwal was ceased to be the Independent Director of the Company and Mr. Vivek Agarwal was appointed as Independent Director to hold office for 5 consecutive year's w.e.f August 1, 2019.

Mrs. Kusum Singhal (DIN: 07142552) and Mr. Rhythm Garg (DIN: 02881514), the Independent Directors of the Company were appointed for a period of five years on September 25, 2015. Such term of appointment of the Independent Directors shall come to an end on March 30, 2020 and April 10, 2020.

In view of the same, the Board of Directors on basis the recommendation of the Nomination and Remuneration Committee proposed to re-appoint Mrs. Kusum Singhal and Mr. Rhythm Garg as the Independent Directors for a second term of five years at the ensuing Annual General Meeting for the approval of the Members by way of special resolution. Brief details of Directors proposed to be appointed/re-appointed as required under Regulation 36 of the Listing Regulations are provided in the Notice of the Annual General Meeting.

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.

Whole Time Director

Mr. Anil Kumar Agarwal (DIN: [00399487](#)) the Whole Time Director of the Company was appointed for a period of five years on September 25, 2015. Such term of appointment of the Whole Time Directorship shall come to an end on May 30, 2020.



In view of the same, the Board of Directors on basis the recommendation of the Nomination and Remuneration Committee proposed to re-appoint Mr. Anil Kumar Agarwal as Whole Time Director of the Company for a second term of five years at the ensuing Annual General Meeting for the approval of the Members by way of special resolution. Brief details of Directors proposed to be appointed/re-appointed as required under Regulation 36 of the Listing Regulations are provided in the Notice of the Annual General Meeting.

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

Due to the sudden demise of Mr. Narendra Kumar Singh who was holding the position of Chief Financial Officer of the Company Mr. Amit Bose offers himself to be appointed as Chief Financial Officer, his eligibility and his appointment was duly recommended by Nomination & Remuneration Committee, has been appointed as Chief Financial Officer w.e.f September 1st, 2020.

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 9 times during the financial year ended March 31, 2020 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, 2020. The Stakeholders Relationship Committee met 4 times during the financial ended March 31, 2020. The nomination and remuneration committee met 4 times during the financial year ended March 31, 2020. 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, 2020 the Independent Directors held a separate meeting on 31st March, 2020 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 31.03.2020	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 policies, 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, 2020 made under the provisions of Section 92(3) of the Act is attached as **Annexure II** 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 III** 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 25th 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 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 and FY 2020-21.

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 2019-20 forms part of this report as **Annexure IV**. 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, 2020 and the date of signing of the Directors' Report i.e. December 2, 2020.

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, 2020, 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, 2020 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.

Agra, December 02, 2020

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

(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 II****EXTRACT OF ANNUAL RETURN (MGT-9)**

As on financial year ended on March 31, 2020

[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.	NIL	NIL	NIL	NIL	NIL



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. 01.04.2019				No. of Shares held at the end of the year i.e. 31.03.2020				% Changes during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	2497638	6500	2504138	65.89	2575438	0	2575438	67.77	+1.88
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	6500	2504138	65.89	2575438	0	2575438	67.77	+1.88
(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	6500	2504138	65.89	2575438	0	2575438	67.77	+1.88
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. 01.04.2019				No. of Shares held at the end of the year i.e.31.03.2020				% 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.	338221	0	338221	8.90	337905	0	337905	8.89	-0.01
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	228600	241600	6.35	68582	157637	226219	5.95	-0.4
ii) Individual shareholders holding nominal share capital in excess of Rs. 1lakh	68258	637957	706215	18.58	351310	276710	628020	16.52	-2.06
c) Other (specify)	3407	0	3407	0.08	26106	0	26106	0.68	+0.6
(c-i) Clearing Members	0	0	0	0	0	0	0	0	0
(c-ii) Non-Resident Indians	2419	0	2419	0.06	2312	0	2312	0.06	0
Sub-total (B) (2):-	425305	866557	1291862	33.99	786215	434347	1220562	32.12	-1.87
Total Public Shareholding (B)=(B)(1)+ (B)(2)	429305	866557	1295862	34.10	790215	434347	1224562	32.22	-1.88
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2926943	873057	3800000	100	3365653	434347	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. 01.04.2019			No. of Shares held at the end of the year i.e. 31.03.2020			% 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	72,338	1.9271	NIL	+0.9632
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)	53,800	1.4158	NIL	88,500	2.3289	NIL	+0.9131
28	Ashok Kumar Mittal (HUF)	76,000	2	NIL	76,000	2	NIL	NIL
	TOTAL	25,04,138	65.8984	NIL	25,75,438	67.7747	NIL	+1.8763

(iii) Change in Promoters' Shareholding

S.No	Name	Shareholding at the beginning of the year i.e. 01.04.2019		Cumulative Shareholding during the year i.e. 31.03.2020	
		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	53800	1.4158		
	Purchase as on 12.04.2019			+34700	+0.9131
	At the end of the year			88500	2.3289
2.	Alka Agarwal				
	At the beginning of the year	36628	0.9639		
	Purchase as on 12.04.2019			+36600	+0.963
				73228	1.927

(iv) Shareholding Pattern of top ten shareholders as on March 31, 2020 (other than Directors, Promoters and holders of GDRs and ADRs)

Sl.	Name	Shareholding at the beginning of the year i.e. 01.04.2019		Shareholding at the end of the year i.e. 31.03.2020		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.	Pradeep Gandhi	9100	0.2395	24000	0.6316	+14900	+0.3921
5.	Kusum Mehra	9200	0.242	23200	0.611	+14000	+0.3684
6.	Amit Kumar Bose	9500	0.25	21000	0.553	+11500	+0.3026
7.	Baby Agarwal	4500	0.118	20700	0.545	+16200	+0.4263
8.	Deepak Agarwal	4100	0.108	19900	0.524	+15800	+0.4157



9.	Narendra Kumar Singh	3700	0.097	19900	0.524	+16200	+0.4263
10.	Rajesh Saraswat	7800	0.205	19700	0.518	+11900	+0.3131

(v) Shareholding of Directors and Key Managerial Personnel

Sl.	Name	Shareholding at the beginning of the year i.e. 01.04.2019		Change During the Year		Shareholding at the end of the year i.e. 31.03.2020	
		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.	Vivek Agarwal	Nil	Nil	Nil	Nil	Nil	Nil
9.	Kanchan Agarwal	Nil	Nil	Nil	Nil	Nil	Nil
10.	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	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
Change in Indebtedness during the financial year				
· Addition	5,33,845	0.00	0.00	5,33,845
· Reduction	0.00	0.00	0.00	0.00
Net Change	5,33,845	0.00	0.00	5,33,845
Indebtedness at the end of the financial year				
i)Principal Amount	10,68,030	0.00	0.00	10,68,030
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)	10,68,030	0.00	0.00	10,68,030

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	7,60,000
	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, 2020)	-
3.	Sweat Equity	-



4.	Commission	-
	- as % of profit	-
	- others, specify	-
5.	Others, please specify	-
	Total(A)	7,60,000
	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.	1,12,181

B. Remuneration to other Directors

Particulars of Remuneration	Name of Directors				Total Amount (In Rs)
	Rhythm Garg	Shambhu Dayal Agarwal	Kusum Singhal	Vivek Agarwal	
1. Independent Directors					
Fee for attending board/committee Meetings	8000	2000	6000	5500	21,500
Commission	Nil	Nil	Nil	Nil	Nil
Others, please specify	Nil	Nil	Nil	Nil	Nil
Total (1)	8000	2000	6000	5500	21,500
2. Other Non- Executive Directors					
Fee for attending board/committee Meetings	6500	8500	3500	-	18,500
Commission	Nil	Nil	Nil	-	Nil
Others, please specify	Nil	Nil	Nil	-	Nil
Total (2)	6500	8500	3500	-	18,500
Total B2= (1+2)					40,000
Total Managerial Remuneration (A+B)					8,00,500
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.					22,436

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 (a) Salary as per provisions Contained in Section 17(1) of the Income-Tax Act, 1961 (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	-	3,00,000	2,11,200	5,11,200
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as% of profit - Others specify....	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	3,00,000	2,11,200	5,11,200



*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, 2020

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

Agra, December 2, 2020

(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 IV

SECRETARIAL AUDIT REPORT

(Form No. MR-3)

For The Financial Year Ended 31st March, 2020

[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.

Due to Adverse conditions arise by Covid-19 and nationwide lockdown as per notifications of the Government of India, we have not physically verify the documents and conclude the audit on the basis of the documents provided by the management through Electronic means. I am not responsible for the discrepancies in the documents provided, in case there is a difference between the physical documents and the documents provided electronically in future, then the management is solely responsible for this difference.

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, 2020 ('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, 2020 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: 2nd December, 2020



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 2019-2020	11,532,979
Provision for taxation	657982
Profit after tax	22,43,639
Paid up equity share capital as on 31st March,2020	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 2019-20.

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, 2020

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, 2020 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 committees(C)
Mr. Ashok Kumar Mittal (Chairman)	Non-Executive Director (Promoter)	9	9	Yes	1	1	-
Mr. Anil Kumar Agarwal (Whole Time Director)	Executive Director	9	8	Yes	1	1	-
Mr. Rakesh Kumar Mittal	Non-Executive Director	9	9	Yes	1	2	-
Mr. Shambhu Dayal Agarwal(2)	Non –Executive, Independent Director	3(3)	1	Yes	1	0	-
Mr. Ramesh Chand Agarwal	Non –Executive, Independent Director (Promoter)	9	8	Yes	1	0	-
Mr. Rhythm Garg	Non –Executive, Independent Director	9	7	Yes	1	2	2
Mrs. Kusum Singhal	Non –Executive, Independent Director	9	7	Yes	1	1	1
Mr. Vivek Agarwal (4)	Non –Executive, Independent Director	5	5	NA	1	2	

- (1) Excluding the separate meeting of independent directors, in which non independent directors were not eligible to participate.
- (2) resigned w.e.f 1.8.2019.
- (3) Three meeting conducted but leave of absence has been given by Mr. Shambhu Dayal Agarwal for 2 meetings.
- (4) Appointment of Mr. Vivek Agarwal 1.08.2019
- (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 March 31, 2020, which was attended by the following Independent Directors:



1. Mr. Shambhu Dayal 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 2019-20:

❖ 11.04.2019	❖ 30.09.2019
❖ 29.05.2019	❖ 13.11.2019
❖ 26.06.2019	❖ 15.01.2020
❖ 01.08.2019	❖ 12.02.2020
❖ 13.08.2019	

The separate meeting of Independent Directors was held on 31st March, 2020.

3. Annual General Meeting

The Annual General Meeting for the year ended 31st March, 2019 was held on 30th September, 2019. All the Directors had attended the meeting.

4. Shareholding of Directors in the Company as on March 31, 2020

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, 2020 is as under:

NAME	CATEGORY	DESIGNATION
Mr. Rhythm Garg	Chairman	Independent Director
Mr. Rakesh Kumar Mittal	Member	Non-Executive Director
Mr. Vivek 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 2019-20, the Committee met four times i.e. on 29th May, 2019, 13th August, 2019, 13th November, 2019 and 12th February, 2020. 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, 2020 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	1	1
Mr. Vivek Agarwal	3	3

The Chairman of the Committee was present at the Annual General Meeting held on 30th September, 2019.

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, 2020 is as under:

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

Meetings and attendance

During the financial year 2019-20, the Nomination and Remuneration Committee met four times i.e. on 29th May, 2019, 1st August, 2019, 13th August, 2019 and 12th February, 2020.



The attendance of members of Nomination and Remuneration Committee at the committee meetings during the year ended March 31, 2020 is as under:

NAME OF MEMBER	Number of Meeting	
	Held	Attended
Mr. Shambhu Dayal Agarwal	1	1
Mrs. Kusum Singhal	4	4
Mr. Rakesh Kumar Mittal	4	4
Mr. Vivek Agarwal	2	2

The Chairman of the Committee was present at the Annual General Meeting held on 30th September, 2019.

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, 2020 is as follows:

(In Rest)

Name	Salary	Allowance	Sitting Fees	Commission
Executive Director				
Mr. Anil Kumar Agarwal	7,60,000	-	-	-
Non-Executive Director				
Mr. Ramesh Chand Agarwal	-	-	3500	-
Mr. Shambhu Dayal Agarwal	-	-	2000	-
Mr. Rhythm Garg	-	-	8000	-
Mrs. Kusum Singhal	-	-	6000	-
Mr. Rakesh Kumar Mittal	-	-	8500	-
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, 2020 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 2019-20, the Stakeholder's Relationship Committee met four times i.e. 29th May, 2019, 13th August, 2019, 13th November, 2019 & 12th February, 2020.

The attendance of members of Stakeholder's Relationship Committee at the committee meetings during the year ended March 31, 2020 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
27th AGM for the FY 2017-18	30 th September, 2019	2.00 PM	Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra-282002
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

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

AGM	Particulars of Special Resolutions Passed
27 th AGM for the FY 2018-19	Appointment of Mr. Vivek Agarwal (holding DIN: 06431839) as an Independent Director.
26th AGM for the FY 2017-18	NIL
25 th AGM for the FY 2016-17	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, 30.09.2020
Time	2:00 PM
Venue	Deemed Registered Office (Video Conferencing)
Book Closure	Thursday, 24 th December, 2020 to Wednesday, 30 th December, 2020 (both day inclusive)
Dividend and Payment date	Not Applicable



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

Stock Exchange Information

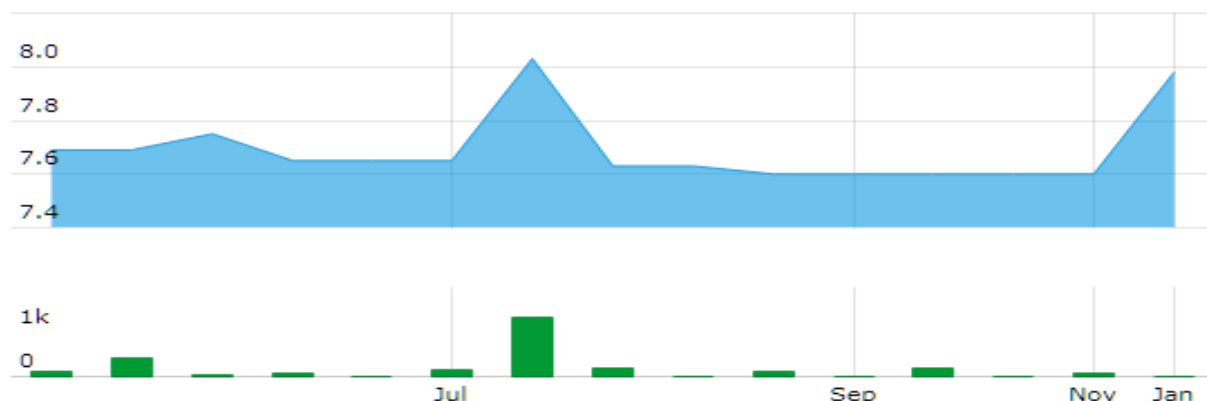
- The Company's shares are listed on BSE Limited (Bombay Stock Exchange), having nation-wide trading terminals under Stock Code 530799
- ISIN Number INE336D01014
- The Listing Fee for the financial year 2020-21 has been paid to Stock Exchange.
- The custodian fees is payable to each of the depositories based on the number of folios as on March 31, 2020 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, 2020 are as follows:

Month	Total No. of share dealt during the month	BSE	
		High	Low
April-2019	15	7.75	7.65
May-2019	-	-	-
June-2019	-	-	-
July-2019	8	8.03	7.63
August-2019	3	7.63	7.60
September-2019	1	7.60	7.60
October-2019	3	7.60	7.60
November-2019	2	7.60	7.60
December-2019	-	-	-
Januray-2020	1	7.98	7.98
February-2020	-	-	-
March-2020	-	-	-

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/
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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, 2020

Category	Number of shareholders	Number of Shares held	Percentage of shareholding
<i>Promoter and Promoter Group</i>	28	25,75,438	67.77
Public Share holding			
<i>Bodies Corporate</i>	12	3,37,905	8.900
<i>Individual</i>	634	8,54,239	22.48
<i>NRI/HUF/Clearing Member/FI</i>	14	32,418	0.85
Total	688	38,00,000	100

Distribution of Shareholding as on 31st March, 2020

Number of Shares	Number of Shareholders	Percentage	Number of Shares	Percentage
Up to 5000	534	77.61	83091	2.18
5001 to 10000	33	4.79	27007	0.71
10001 to 20000	26	3.77	36183	0.95
20001 to 30000	16	2.32	43217	1.13
30001 to 40000	5	0.72	18534	0.48
40001 to 50000	6	0.87	26500	0.69
50001 to 100000	8	1.16	69300	1.82



100000 to Above	60	8.72	3496168	92
Total	688	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	20,58,957	54.18
CDSL	13,06,696	34.38
Sub-total	33,65,653	88.57
Physical Form	4,34,347	11.43
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, 2020)

- 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.** yes

- 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, 2020

- 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, 2020, 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, 2020 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, December 2, 2020

(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, 2020, 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: 2nd December, 2020**



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, 2020, 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: 2nd December, 2020



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 Amit Kumar Bose, 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, 2020 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)

Amit Kumar Bose
(CFO)

Place: Agra
Date: 2nd December, 2020



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: 16th June, 2020



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, 2020 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.	Vivek Agarwal	06431839	01/08/2019

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: 2nd December, 2020



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, 2020**, 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, 2020, 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: 16th June, 2020

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 31.03.2020 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: 16th June, 2020

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, 2020

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: 16th June, 2020

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, 2020

(In Rs)

Particulars	Note No	As at 31 st March, 2020	As at 31 st March, 2019
I. ASSETS			
(1) Non-current assets			
(a) Property plant and equipment	1	3,781,597	3,364,404
(b) Capital work-in-progress		NIL	NIL
(c) Intangible Assets		NIL	NIL
(d) Financials Assets			
(i) Investments	2	35,422	1,535,422
(ii) Loans		NIL	NIL
(iii) Other financial assets		NIL	NIL
(e) Other non- current assets		NIL	NIL
(f) Current tax assets (net)	3	1,008,854	1,124,631
(2) Current Assets			
(a) Inventories	4	39,049,765	37,865,722
(b) Financial assets			
(i) Trade Receivables		NIL	NIL
(ii) Cash & Cash Equivalents	5	739,777	855,560
(iii) Other Bank Balances	6	4,728,868	325,000
(iv) Loans	7	44,597,394	46,076,213
(v) Other financial assets	8	163,424	268,024
(c) Other Current assets	9	345,000	625,000
Total		94,450,101	92,039,976
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity share Capital	10	38,000,000	38,000,000
(b) Other Equity	11	53,063,890	50,820,251
(2) Liabilities			
(A) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	12	1,068,030	5,34,185
(b) Provision		NIL	NIL
(c) Deferred Tax Liabilities (net)	26	(248,857)	(199,570)
(B) Current Liabilities			
(a) Financial Liabilities			
(I) Borrowings		NIL	NIL
(II) Trade Payables	13		
(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		114,396	38,558
• Other Financial Liabilities		NIL	NIL



(b) Provisions	14	34,098	28,405
(c) Other Current Liabilities	15	1,711,275	1,837,883
(d) Current Tax Liabilities (net)	16	707,269	980,264
Total		94,450,101	92,039,976

- i. The notes referred to above form an integral part of the Balance sheet. 1-34 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

Ashok Kumar Mittal
Chairman

Anil Kumar Agarwal
Whole Time Director

Rakesh Kumar Mittal
Director

Firm Reg. No. : 015675C
Chartered Accountants

Kusum Singhal
Director

Narendra Kumar Singh
CFO

Kanchan Agarwal
Company Secretary

Place: Agra

Date: 16th June, 2020

**PROFIT AND LOSS ACCOUNT** for the year ended 31st March, 2020

(In Rs)

Particulars	Note No	For Year Ended 31 st March, 2020	For Year Ended 31 st March, 2019
I. Revenue from operations	17	11,532,979	8,721,298
II. Other Income	18	611,111	503,112
III. Total Revenue (I +II)		12,144,090	9,224,410
IV. Expenses:			
Cost of materials consumed	-	NIL	NIL
Purchase of Stock-in-Trade	4	4,714,543	11,043,788
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade		(1,184,043)	(10,166,588)
Employee benefit expense	19	2,303,350	2,093,346
Financial costs	20	429,524	166,455
Depreciation and amortization expense	1	819,639	799,236
Other expenses	21	2,159,456	1,774,326
Total Expenses		9,242,469	5,710,563
V. Profit before exceptional and extraordinary items and tax	(III-IV)	2,901,621	3,513,847
VI. Exceptional Items		NIL	NIL
VII. Profit before extraordinary items and tax (V - VI)		2,901,621	3,513,847
VIII. Extraordinary Items		NIL	NIL
IX. Profit before tax (VII - VIII)		2,901,621	3,513,847
X. Tax expense:			
(1) Current tax		707,269	980,264
(2) Deferred tax		(49,287)	(49,162)
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	2,243,639	2,582,745
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)		2,243,639	2,582,745
XVI. Earning per equity share:			
(1) Basic	22	0.59	0.68
(2) Diluted	22	0.59	0.68
i. The notes referred to above form an integral part of the Balance sheet.	1-34	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: 16th June, 2020**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, 2020

(In Lakhs)

PARTICULARS	Year ended 31 st March, 2020	Year ended 31 March, 2019
<i>Cash flow from Operating activities</i>		
Net Profit after Tax	22.44	25.83
Adjustments for :		
Depreciation & Amortization	8.20	7.99
Provision for Current Tax	7.07	9.80
Loss / (Profit) on sale of Fixes Assets / Investments, Net	(0.25)	NIL
Interests Costs	4.30	1.66
Interest & Dividend Incomes	6.11	5.03
Deferred Taxes	(0.49)	(0.49)
Operating cash flow before changes in working capital	47.37	49.83
Changes in Working Capital		
(Increase) / decrease in Current Assets	7.95	(43.14)
Increase / (decrease) in Current Liabilities & Provisions	(3.18)	0.21
Net changes in Working Capital	4.77	(42.93)
Income Taxes Paid	(7.07)	(9.80)
Net Cash generated / (used in) from Operating Activities (A)	45.07	(2.91)
<i>Cash flow from Investing activities</i>		
Interest & Dividend Incomes received	(6.11)	(5.03)
Investments Made in Mutual Funds	NIL	(15.00)
Capital Expenditure	(12.77)	NIL
Sale of Fixed Assets / Investments	15.65	NIL
Net Cash generated from Investing Activities (B)	(3.23)	(20.03)
<i>Cash flow from Financing activities</i>		
Fresh Secured Loan Taken	11.00	NIL
Repayment of Secured Loans	(5.66)	(7.22)
Interest Paid	(4.30)	(1.66)
Net Cash used in Financing Activities (C)	1.04	(8.89)
Net Increase in Cash and Bank Balances (A+B+C)	42.88	(31.83)
Cash and Bank balances at the beginning of the year	11.81	43.63
Cash and Bank balances at the end of the year	54.69	11.81

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, 2020

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: 16.06.2020

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020****NOTE 1. PROPERTY, PLANT AND EQUIPMENT**

ASSETS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	AS ON 01.04.2019	ADDITIONS	SALE/TRF./ WRITTEN OFF	AS ON 31.03.2020	AS ON 01.04.2019	FOR THE YEAR	SALE/ WRITTEN OFF	AS ON 31.03.2020	AS ON 31.03.2020	AS ON 31.03.2019
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
OWN ASSETS										
BUILDING	1,023,120	NIL	NIL	1,023,120	415,537	45,530	NIL	461,067	562,053	607,583
VEHICLES	6,529,702	1,276,707	797,501	7,008,908	3,871,053	757,940	757,626	3,871,367	3,137,541	2,658,649
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	287,740	6,223	NIL	293,963	8,362	14,585
OFFICE EQUIPMENTS	240,958	NIL	NIL	240,958	212,715	9,946	NIL	222,661	18,297	28,243
TOTAL	9,203,029	1,276,707	797,501	9,682,235	5,838,625	819,639	757,626	5,900,638	3,781,597	3,364,404

NOTE 2. INVESTMENTS

Particulars	Face Value	Nos.	Nos.	Value	Value
	Rs.	31.03.2020	31.03.2019	31.03.2020	31.03.2019
CURRENT INVESTMENTS :					
Un-Quoted				NIL	1,500,000
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	1,324
TOTAL Current Investments	35,422	1,535,422

NOTE 3. CURRENT TAX ASSETS (NET)

	As at 31.03.2020	As at 31.03.2019
Advance Tax (Including TDS)	1,008,854	1,124,631
TOTAL	1,008,854	1,124,631

**NOTES** TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020 (contd.)**NOTE 4. INVENTORIES**

	As at 01.04.2019	Additions during the yr.	Cost of Goods Sold	As at 31.03.2020
- Ikon City Project	4,714,240	976,249	796,600	4,893,889
- Ikon Vatika Project (Khasra No.104 & 105)	2,803,640	NIL	NIL	2,803,640
- Ikon Vatika (Sumanglam Residency)	9,535,851	1,067,766	695,400	9,908,217
- Ikon Vatika (Vigyan Vihar)	347,643	821,360	801,600	367,403
-Anna Ikon Project	7,485,770	1,051,800	1,236,900	7,300,670
- Shivalik Residency Project	13,358	NIL	NIL	13,358
- Ikon Greens Project	3,906,200	797,368	NIL	4,703,568
- Kalal Kheria Project	9,059,020	NIL	NIL	9,059,020
Total	37,865,722	4,714,543	3,530,500	39,049,765

NOTE 5. CASH AND CASH EQUIVALENTS

	As at 31.03.2020	As at 31.03.2019
(a) Cash and Cheques in hand as Certified by management	206,993	330,353
(b) With scheduled banks : - In Current Accounts	532,784	525,207
	739,777	855,560

NOTE 6. OTHER BANK BALANCE

	As at 31.03.2020	As at 31.03.2019
In Fixed deposit	4,728,868	3,25,000
	4,728,868	3,25,000

NOTE 7. LOANS

	As at 31.03.2020	As at 31.03.2019
Loans (Unsecured)		
- Considered Good	44,597,394	46,076,213
- Considered Doubtful	NIL	NIL
	44,597,394	46,076,213

NOTE. 8 OTHER FINANCIAL ASSETS

	As at 31.03.2020	As at 31.03.2019
Advances		
-Recoverable in cash or kind or value to received	163,424	268,024
	163,424	268,024

NOTE 9. OTHER CURRENT ASSETS

	As at 31.03.2020	As at 31.03.2019
Accrued Income on Projects	345,000	625,000
	345,000	625,000

**NOTES** TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020 (contd.)**NOTE 10. EQUITY SHARE CAPITAL**

Particulars	As at 31 st March, 2020		As at 31 st March, 2019	
	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.

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, 2020				
- Number of shares	3,800,000	-	-	3,800,000
- Amount (in Rs.)	38,000,000	-	-	38,000,000
Year ended 31 March, 2019				
- 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, 2020		As at 31 st March, 2019	
	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%

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020 (contd.)****NOTE 11. OTHER EQUITY**

	As at 01.04.2019	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	42,880,251	2,243,639	NIL	45,123,890
Total Reserves & Surplus	50,820,251	2,582,745	NIL	53,063,890

NOTE 12. BORROWINGS

	As at 31.03.2020	As at 31.03.2019
(I) Secured Loans		
Kotak Mahindra Term Loan*	9,887	534,185
Axis Bank Car Loan*	1,058,143	NIL
	1,068,030	534,185

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

NOTE 13. TRADE PAYABLES

	As at 31.03.2020	As at 31.03.2019
Creditors for Expenses	114,396	38,558
	114,396	38,558

NOTE 14. SHORT TERM PROVISIONS

	As at 31.03.2020	As at 31.03.2019
Provision for Diminution in value of Investments	34,098	28,405
	34,098	28,405

NOTE 15. OTHER CURRENT LIABILITIES

	As at 31.03.2020	As at 31.03.2019
Rent Security	17,400	30,000
TDS Payable	2,605	7,883
Advance from Customers	1,400,000	1,800,000
Cheque issued but not presented	291,270	NIL
	1,711,275	1,837,883

NOTE 16. CURRENT TAX LIABILITIES (NET)

	As at 31.03.2020	As at 31.03.2019
Provision for Income Tax	707,269	980,264
	707,269	980,264

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020 (contd.)****NOTE 17. REVENUE FROM OPERATIONS**

	As at 31.03.2020	As at 31.03.2019
(A) INTEREST ON LOANS		
Interest Income	3,917,979	5,517,298
	3,917,979	5,517,298
(B) SALES		
- Anna Ikon	1,767,000	NIL
- Ikon City	1,138,000	NIL
- Ikon Vatika (Sumangalam Residency)	2,318,000	NIL
- Ikon Vatika (Vigyan Vihar)	2,672,000	2,924,000
	7,895,000	2,924,000
(C) OTHER INCOME FROM REAL ESTATE		
- Other Income from Real Estate Activities	(280,000)	280,000
	(280,000)	280,000
Total Revenue from Operations (A+B+C)	11,532,979	8,721,298

NOTE 18. OTHER INCOME

	As at 31.03.2020	As at 31.03.2019
Interest (TDS Rs. 8,980/- Previous Year : Rs. 9,571/-)	89,793	96,388
Rental Income	477,760	404,724
Dividend	2,000	2,000
Interest on Income Tax Refund	5,283	NIL
Capital Gain	11,150	NIL
Profit on Sale of Fixed Assets	25,125	NIL
	611,111	503,112

NOTE 19. EMPLOYEE BENEFIT EXPENSE

	As at 31.03.2020	As at 31.03.2019
Salary	2,240,240	2,048,400
Food & Beverages to Staff	63,110	44,946
	2,303,350	2,093,346

NOTE 20. FINANCIAL COSTS

	As at 31.03.2020	As at 31.03.2019
Interest to Financial Institutions	34,115	97,374
Interest Paid on Income-Tax/TDS	6,759	51,219
Commission Paid	356,230	NIL
Interest to Bank	12,525	NIL
Bank Charges	19,895	17,862
	429,524	166,455

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020 (contd.)****NOTE 21. OTHER EXPENSES**

	As at 31.03.2020	As at 31.03.2019
Advertisement Expenses	32,760	32,256
Electricity & Power	278,160	254,623
Motor Car Expenses	369,448	404,918
Telephone Expenses	20,629	48,416
Scooter Expenses	13,569	11,757
Festival Expenses	NIL	23,762
Office Expenses	59,424	36,973
Printing & stationary	33,690	47,271
Postage & Courier Expenses	320	18,290
Business Promotion	53,982	30,277
Repairs & Maintenance	34,995	13,450
Legal & Professional Charges	637,038	669,728
Auditors Remuneration	25,000	25,000
Books & Periodicals	4,080	4,160
Written Off	121,700	36,318
Meeting Expenses	96,456	87,450
Provision for Diminuation in Value of Investments	5,693	16264
	2,159,456	1,774,326

NOTE 22. 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 23. 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 (2018-19 : Nil).
- As none of the employee is covered by the eligibility criteria hence no provision for the retirement benefit has been made.

NOTE 24. BEING PART OF NOTES ON ACCOUNTS

	As at 31.03.2020	As at 31.03.2019
PAYMENT TO AUDITORS		
A) Statutory Audit	20,000	20,000
B) Tax Audit	5,000	5,000
	25,000	25,000

NOTE 25. BEING PART OF NOTES ON ACCOUNTS

- An Amount of Rs. 707,269 has been provided for in the accounts of the Company for the Financial Year 2019-20 towards Income Tax in accordance with the provisions of the Income Tax Act, 1961. (2018-19: Rs. 980264).
- 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.



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020 (contd.)

NOTE 26. 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 231,840/- as the year end 31st March, 2020.

Break up of Deferred Tax Assets is given below :	As at 31.03.2020	As at 31.03.2019
A. DEFERRED TAX ASSETS:		
On Account Of Depreciation		
DTA / (DTL) Brought forward from earlier years	199,570	150,408
Additions during the year	49,287	49,162
Closing Balance	248,857	199,570

NOTE 27. 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 28. 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 31.03.2020	As at 31.03.2019
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 29. 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, 2020 (contd.)**

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	21,000	-	-	21,000
3) Directors' Remuneration	7,60,000	-	-	7,60,000
TOTAL	7,81,000	-	-	7,81,000

NOTE 30. BEING PART OF NOTES ON ACCOUNTS

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

NOTE 31. 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 2020 is: Nil (2018-19: 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 32. 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 33. 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
Director

For and on behalf of
Vinay Bansal & Associate

Firm Reg. No. : 015675C
Chartered Accountants

Kusum Singhal
Director

Narendra Kumar Singh
CFO

Kanchan Agarwal
Company Secretary

Place: Agra

Date: 16.06.2020



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2020 (contd.)

NOTE 34. 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. Reporting on ICDS

ICDS 1 – Accounting Policies

The Financial Statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention on accrual basis. The entity follows the mercantile system of accounting and recognizes income and expenditure on an accrual basis except in case of significant uncertainties.

ICDS II – Valuation of Inventories

Work in Progress is valued at cost or net realizable value, whichever is lower. Cost comprises all cost of purchase, cost of conversion and other cost incurred in bringing the inventory to the present location and condition. The Cost formulae used is either first in first out or specific identification, or the average cost as applicable. In terms section 145A the purchases, sales and inventory is valued inclusive of taxes the net impact of the same on profit and loss account is Nil.

ICDS III – Construction Contracts

This ICDS is not applicable to the entity.

ICDS IV – Revenue Recognition

Revenue/ Income and Cost/ Expenditure are generally accounted for on accrual basis as they are earned or incurred, except in case of significant uncertainties. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to extent of uncertainty. Sale of Goods is recognized on transfer of significant risks and rewards of ownership.

ICDS V – Tangible Fixed Assets

Fixed Assets are stated at cost less depreciation charged to accounts. Costs directly attributable to bring the Assets to its working condition are also capitalized. Disposal on fixed Assets is charged at rates as specified in schedule of Fixed Assets. Rate of Depreciation is consistent of previous financial years.

ICDS VII – Government Grants

This ICDS is not applicable to the entity.



ICDS IX – Borrowing Costs

Interest and other borrowing costs attributable to qualifying assets, are added to the cost of the qualifying asset, until such time as the assets are substantially ready for their intended use. Qualifying assets for capital of general borrowing costs are those that necessarily take more than one year or substantial period of time to get ready for their intended use.

ICDS X – Provisions, Contingent Liabilities and Contingent Assets

Provisions involving a substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is reasonably certain that there will be an outflow of resources. A provision is not discounted to its present value and is determined based on the last estimate required to settle an obligation at the year end. These are reviewed every year end and adjusted to reflect the best current estimates. Contingent Liabilities are not recognized.

8. Remuneration to Directors

Particulars	Current Year (Rs.)	Previous Year (Rs.)
Salary	7,60,000	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 31.03.2020.

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

9. 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

10. 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 31.03.2020 segment revenues, result and other information

A. Segment Revenue (Income)

I.	Real Estate Business	76,15,000/-
II.	Loan and Investment	39,17,979/-
Income from Operations		1,15,32,979/-

B. Segment Results

I.	Real Estate Business	24,16,844/-
II.	Loan and Investment	22,50,323/-
Total		40,67,167/-
Less : Interest		4,29,524/-
Less : Net Unallocable Expenditure		19,47,133/-
Add : Unallocable Income		6,11,111/-



Total Profit before Tax	29,01,621/-
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C. Capital Employed

I. Real Estate Business	4,07,29,088/-
II. Loan and Investment	5,03,34,802/-
Total	9,10,63,890/-

8. 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: 16.06.2020

