



NOTICE OF 27TH ANNUAL GENERAL MEETING

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

ORDINARY BUSINESS:

1. Adoption of Annual Audited Financial Statement and Reports thereon

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

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

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

SPECIAL BUSINESS:

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

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

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

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

(Kanchan Agarwal)

Company Secretary
M.NO: A-33220

Agra, August 13, 2019

Registered Office:

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



NOTES:

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



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

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

17. PROCEDURE AND INSTRUCTIONS FOR MEMBERS VOTING ELECTRONICALLY:

- (i) The voting period begins on Friday, 27th September, 2019 at 10:00 AM to Sunday, 29th September, 2019 at 5:00 PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Log on to the e-voting website www.evotingindia.com.
- (iii) Click on “Shareholders” tab.
- (iv) Now, select the “ANNA INFRASTRUCTURES LIMITED” from the drop down menu and click on “SUBMIT”
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of O’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.



DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant ANNA INFRASTRUCTURES LIMITED on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.



STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No. 3

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

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

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

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

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

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

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

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

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



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

➤ **In respect of Item No. 2**

Mr. Rakesh Kumar Mittal

Brief resume and nature of expertise

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

Disclosure of relationships between Directors *inter-se*

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

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

Nil

Shareholding in the Company as on August 13, 2019

5,10,500 shares

➤ **In respect of Item No. 3**

Mr. Vivek Agarwal

Brief resume and nature of expertise

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

Disclosure of relationships between Directors *inter-se*

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

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

Nil

Shareholding in the Company as on August 13, 2019

Nil

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

Agra, August 13, 2019

(Kanchan Agarwal)
Company Secretary
M.NO: A33220

Registered Office:

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