



NOTICE OF 32nd ANNUAL GENERAL MEETING

Notice is hereby given that Thirty Second Annual General Meeting of the Members of ANNA INFRASTRUCTURES LIMITED ('the Company') will be held on **Friday, 27th September, 2024** at 1:00 P.M. to transact the following businesses. The venue of the meeting shall 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 BUSINESSES:

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024, TOGETHER WITH REPORTS OF THE BOARD AND THE AUDITORS THEREON AND IN THIS REGARD, TO CONSIDER AND TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2024 and the reports of the Board of Directors and the Auditors thereon as laid before this meeting be and are hereby received, considered and adopted.”

- 2. TO RE-APPOINT DIRECTOR IN THE PLACE OF MR. ASHOK MITTAL (DIN: 00320504), WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT AND IN THIS REGARD, TO CONSIDER AND TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Ashok Mittal (DIN: 00320504), Director who retires by rotation and being eligible offers himself for re-appointment be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

- 3. TO APPROVE THE RE - APPOINTMENT OF MR. VIVEK AGARWAL (DIN: 06431839) FOR THE SECOND TERM AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], MR. VIVEK AGARWAL (DIN: 06431839), who was appointed for the Second term as an Independent and Non-Executive Director of the Company, with effect from 31st July, 2024 under section 161 of the Act and the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director for the Second term and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 1st August, 2024 to 30th July, 2029.

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

- 4. TO APPROVE THE APPOINTMENT OF MR. PRASHANT SURANA (DIN: 08188829) AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualifications of



Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], MR. PRASHANT SURANA (DIN: 08188829), who was proposed as an Independent and Non-Executive director of the Company, w.e.f 27.09.2024, in the ensuing AGM subject to member's approval. Under section 161 of the Act and the Articles of Association of the Company and who holds office from the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 27th September, 2024 to 26th September, 2029.

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

5. TO APPROVE THE APPOINTMENT OF MRS. NIDHI JALAN (DIN: 10738377) AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND TO PASS, THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], MRS. NIDHI JALAN (DIN: 10738377), who was proposed as an Independent and Non-Executive director of the Company, w.e.f 27.09.2024, in the ensuing AGM subject to member's approval. Under section 161 of the Act and the Articles of Association of the Company and who holds office from the date of this Annual General Meeting of the Company, and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act proposing his candidature for the office of Director, being so eligible, be appointed as an Independent Non-Executive Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years commencing from 27th September, 2024 to 26th September, 2029.

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

6. TO APPROVE THE RE-APPOINTMENT OF MR. ANIL KUMAR AGARWAL (DIN : 00399487) AS A WHOLE TIME DIRECTOR OF THE COMPANY AND IN THIS REGARD, TO CONSIDER AND TO PASS, 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 effect from June 1, 2025 to May 31, 2030, as recommend / approved by the Nomination & Remuneration Committee and Board of Directors in its meeting held on 27st August, 2024, 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.”

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable and to settle any questions, or doubt that may arise in relation thereto including to decide breakup of the remuneration.

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

Agra, August 27, 2024

(Ayesha Jain Mahajan)

Company Secretary

M.NO: F - 9711

Registered Office:

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

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to item at S. No. 3, 4, 5 & 6 to be transacted at the Annual General Meeting is annexed hereto.
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 Saturday, 21st September, 2024 to Friday, 27th September, 2024 (both days inclusive) for the purpose of AGM.*
4. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2023/8 dated January 25, 2023 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.annainfrastructures.com. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2023 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

CDSL E-VOTING SYSTEM – FOR REMOTE E-VOTING AND E-VOTING DURING 32nd AGM

- A. **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.



- B. 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).
- C. 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.
- D. **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.**
- E. 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.
- F. 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 Physical and cast their votes through e-voting.
- G. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the 32nd 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.

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Tuesday, 24th September, 2024 at 09:00 AM to Thursday, 26th September, 2024 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 of 20th September, 2024, 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without



having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) **In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to above said SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/ NSDL** is given below:

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800225533
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.



- (v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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. <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**



- 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory 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, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 22 55 33.

Other Guidelines for Members

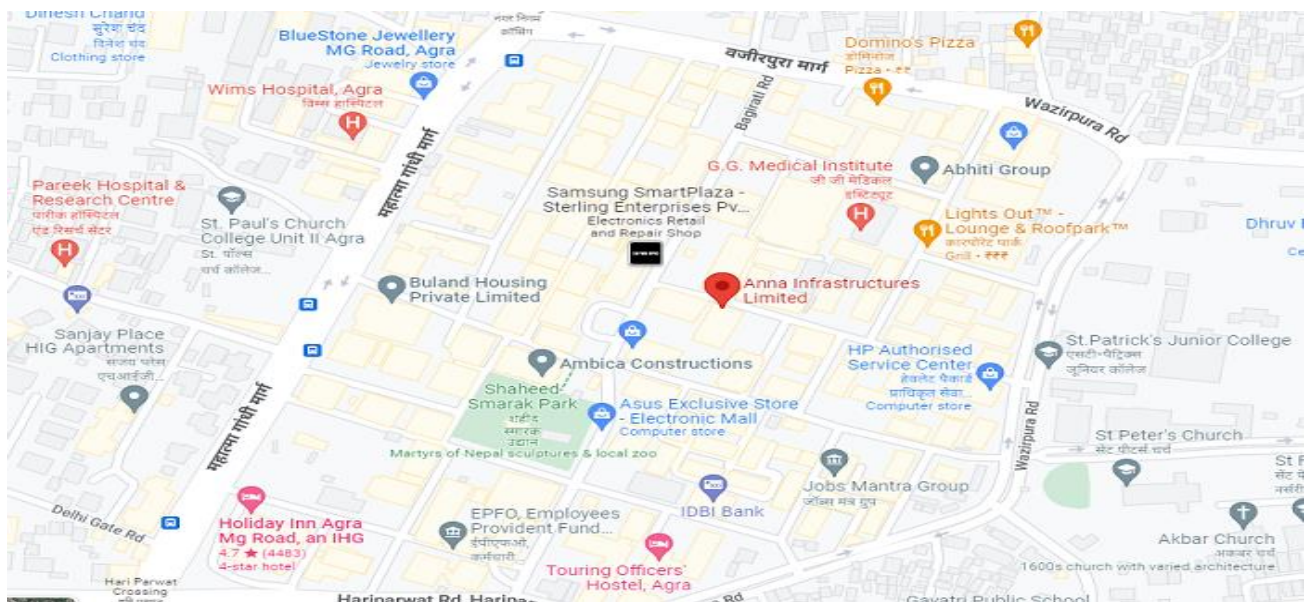
- a. The voting rights of Members shall be in proportion to their share in the paid up equity share capital of the Company as on the **cut-off** date of **20th September, 2024**.
- b. **The remote e-voting facility shall be opened Tuesday, 24th September, 2024 at 09:00 AM to Thursday, 26th September, 2024 at 5:00 PM**, both days inclusive. The remote e-voting facility shall not be allowed beyond 5:00 p.m. on Thursday, 26th September, 2024. 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, 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 32ndAGM, 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 favor 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 32ndAGM, 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.annainfrastructures.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”).
- e. 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 32nd AGM and the Annual Report for the year



2023-24 including therein the Audited Financial Statements for year 2023-24, 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 32nd AGM and the Annual Report for the year 2023-24 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 License, 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.
- f. 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.
- g. 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.
- h. In terms of the SEBI 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.
- i. Electronic copy of all the documents referred to in the accompanying Notice of the 32nd AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at www.annainfrastructures.com.
- j. 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 32ndAGM, forms integral part of the Notice of the 32ndAGM. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
- k. Since the AGM will be held through Physical Facility, the Route Map is annexed in this Notice below.

**ROUTE MAP FOR VENUE OF 32nd ANNUAL GENERAL MEETING
Shop No. 1 & 3, E-14/6, First Floor, Shanta Tower, Sanjay Place, Agra-282002**





EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IS GIVEN BELOW.

ITEM NO.3

MR. VIVEK AGARWAL (DIN: 06431839) was appointed as an Independent Director on the Board of Directors of the Company in the Annual General Meeting (AGM) held in the September 30, 2019 to hold office for a period of 5 (Five) years with effect from August 1, 2019 (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. Vivek Agarwal, 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, not liable to retire by rotation commencing from 31st July, 2024 to 30th July, 2029. The Company has received a valid notice of candidature of Mr. Vivek Agarwal, from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment as a Director of the Company. Mr. Vivek Agarwal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Independent Director. The Company has received a declaration from Mr. Vivek Agarwal that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, MR. VIVEK AGARWAL 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.

The Board upon the recommendation of the Nomination and Remuneration Committee, in its Meeting held on July 31, 2024, has approved the re-appointment of MR. VIVEK AGARWAL as an Independent Director and recommends the same for the approval by the Shareholders of the Company by way of Special Resolution.

Brief Profile of Mr. Vivek Agarwal

MR. VIVEK AGARWAL (DIN: 06431839), aged around 45 years is a MBBS, MD (Obs. and Gynae.), having experienced around 15 years. He joined Anna Infrastructures Limited on August 2019. Mr. Agarwal was designated as Non-Executive 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.

Save and except Mr. Vivek Agarwal, none of the Directors / Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3.

ITEM NO. 4

Mr. Prashant Surana (DIN: 08188829) was proposed by the Board of Directors of the Company as an Independent Director on 27th August, 2024 on the recommendation of the Nomination and Remuneration Committee, w.e.f 27.09.2024, in the ensuing AGM subject to member’s approval.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. The Board of Directors has proposed that Mr. Prashant Surana (DIN: 08188829), be appointed as Independent Director on the Board of the Company for 5 (five) years, not liable to retire by rotation commencing from 27th September, 2024 to 26th September, 2029. The Company has received a valid notice of candidature of Mr. Prashant Surana, from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment as a Director of the Company. Mr. Prashant Surana is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Independent Director. The Company has received a declaration from Mr. Prashant Surana that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

In the opinion of the Board, Mr. Prashant Surana fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Mr. Prashant Surana

Mr. Prashant Surana, a seasoned financial expert, completed his Chartered Accountant course from the Institute of Chartered Accountants of India (ICAI) in 2017. Transitioning to the role of a financial consultant, Mr. Prashant leveraged



his extensive experience to build a robust network and develop resourceful analytical and risk management tools. He is particularly adept at product development and identifying lucrative growth opportunities. Prashant's strategic vision and innovative approach have led him to establish several successful ventures within the financial industry, with a strong emphasis on serving the MSME sector. His expertise in navigating the complexities of the financial landscape has made him a valuable asset to numerous entities, driving substantial growth and development. Through his ventures, Prashant continues to contribute significantly to the financial sector, offering specialized solutions and fostering economic progress for enterprises.

He possesses rich experience in the fields of Taxation, Finance and Risk Management. The Board is of the opinion that his presence on Board would be beneficial in the interests of the Company, as he possesses the right mix of knowledge and experience. Accordingly, the Board recommends the Special Resolution proposed at Item No.4 of the Notice for approval by shareholders.

Save and except Mr. Prashant Surana, none of the Directors / Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4.

ITEM NO.5

Mrs. Nidhi Jalan (DIN: 10738377) was proposed by the Board of Directors of the Company as an Independent Director on 27th August, 2024 on the recommendation of the Nomination and Remuneration Committee, w.e.f 27.09.2024, in the ensuing AGM subject to member's approval.

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. The Board of Directors proposed that Mrs. Nidhi Jalan (DIN: 10738377), be appointed as Independent Director on the Board of the Company for 5 (five) years, not liable to retire by rotation commencing from 27th September, 2024 to 26th September, 2029. The Company has received a valid notice of candidature of Mrs. Nidhi Jalan, from a member as per the provision of Section 160 of the Companies Act, 2013, proposing the appointment as a Director of the Company. Mrs. Nidhi Jalan is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Independent Director. The Company has received a declaration from Mrs. Nidhi Jalan that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the Opinion of the Board, Mrs. Nidhi Jalan fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management and possesses appropriate skills, experience and knowledge.

Brief Profile of Mrs. Nidhi Jalan

Mrs. Nidhi Jalan is a practicing Chartered Accountant with over a decade of professional experience. She earned her CA qualification from the Institute of Chartered Accountants of India (ICAI) in 2013. Nidhi's expertise spans across various domains, including Statutory Audits, Forex Risk Management, Trade Finance, Investment & Business Planning, Green Field Project Management, GST & Income Tax Consultancy. She specializes in finance, accounting and taxation, providing comprehensive transactional support. Nidhi's skill set includes business analysis, methodology, interpretation, and representation, all of which are enhanced by her scientific academic background, enabling her to approach problems with a unique analytical perspective. Additionally, she plays a pivotal role in managing a diverse array of entities, aiming to implement best management practices to improve control and provide deeper insights for better decision-making. Her dedication to her field and ability to adapt and innovate within the evolving landscape of finance and taxation make her a valuable asset to business endeavors.

She possesses rich experience in the fields of Statutory Audits, Forex Risk Management, Trade Finance, Investment & Business Planning, Green Field Project Management, GST & Income Tax Consultancy. The Board is of the opinion that her presence on Board would be beneficial in the interests of the Company, as she possesses the right mix of knowledge and experience. Accordingly, the Board recommends the Special Resolution proposed at Item No.5 of the Notice for approval by shareholders.

Save and except Mrs. Nidhi Jalan, none of the Directors / Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5.

Item no. 6:

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 31, 2025 and it would be appropriate to re-appoint him as a Whole Time Director of the Company for a period of another five years to May 31, 2030.

The Board of Director of the Company at its meeting held on 27th August, 2024 on the recommendation of the Nomination and Remuneration Committee in its meeting held on 27th August, 2024, re-appointed Mr. Anil Kumar Agarwal as Whole Time Director of the Company subject to the approval of members/ shareholders of the Company in 32th Annual General Meeting to be held on Friday, 27th day of September, 2024 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 1st June, 2025, to 31st May, 2030.

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. 6 for approval by shareholders.

Except Mr. Ramesh Chand Agarwal and 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. 6 of this Notice.



Information of Director to be appointed/re-appointed at the forthcoming Annual General Meeting pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and in accordance with provisions of Companies Act, 2013, read with the Secretarial Standard 2.

<i>Name of Director</i>	Mr. Ashok Mittal	Mr. Vivek Agarwal	Mr. Prashant Surana
<i>Date of Birth</i>	12/08/1951	05/11/1980	02/09/1992
<i>Age</i>	73 Years	44 Years	32 Years
<i>DIN</i>	00320504	06431839	08188829
<i>Nationality</i>	Indian	Indian	Indian
<i>Date of first appointment on the Board of the Company</i>	08.02.1993	01.08.2019	Appointment proposed at 32nd Annual General Meeting.
<i>Qualification</i>	Masters in Commerce	Doctor by Profession.	Chartered Accountant
<i>Expertise in specific functional area</i>	Having good knowledge of management affairs and adherence of Corporate Governance. He is providing leadership and strategic guidance to the Company.	Having good knowledge of management affairs and adherence of Corporate Governance	A Chartered Accountant since 2017, this seasoned financial expert excels in banking and consultancy, focusing on MSME growth and financial ventures with strategic vision and innovative approach.
<i>Terms and conditions of Appointment or reappointment along with details of remuneration sought to be paid</i>	His Directorship shall be liable to retire by rotation.	Re-appointment as Non-Executive Independent Director of the Company, his Directorship shall not be liable to retire by rotation. He will be entitled to get sitting fee for attending board and committee meetings as applicable to non-executive directors.	Appointment as Non-Executive Independent Director of the Company, his Directorship shall not be liable to retire by rotation. He will be entitled to get sitting fee for attending board and committee meetings as applicable to non-executive directors.
<i>Last drawn remuneration, if applicable</i>	NA	NA	NA
<i>No. of Board meetings attended during the year 2023-24</i>	5	5	NA
<i>Directorship held in Indian Public companies</i>	NA	NA	NA
<i>Number of Shares held in the Company</i>	3,29,910 Shares	NA	NA
<i>Listed entities in which the person has resigned in past three years</i>	NA	NA	NA
<i>Relationship with other directors, Manager, key Managerial personnel of the Company.</i>	Brother of Rakesh Kumar Mittal as being his Younger brother.	NA	NA



<i>Name of Director</i>	Mrs. Nidhi Jalan	Mr. Anil Kumar Agarwal
<i>Date of Birth</i>	22/03/1991	28/07/1959
<i>Age</i>	33 Years	65 Years
<i>DIN</i>	10738377	00399487
<i>Qualification</i>	Chartered Accountant	Mater in Commerce
<i>Nationality</i>	Indian	Indian
<i>Date of first appointment on the Board of the Company</i>	Appointment proposed at 32nd Annual General Meeting.	08.02.1993
<i>Expertise in specific functional area</i>	She has over a decade of experience in finance, accounting, and taxation, specializing in statutory audits, risk management, and consultancy. Known for her analytical perspective and innovative solutions, she excels in business planning and management, enhancing decision making.	Rich and wide experience in construction area. He is providing leadership and strategic guidance to the Company.
<i>Terms and conditions of Appointment or reappointment along with details of remuneration sought to be paid</i>	Appointment as Non-Executive Independent Director of the Company, her Directorship shall not be liable to retire by rotation. She will be entitled to get sitting fee for attending board and committee meetings as applicable to non-executive directors.	Re-appointment as an Whole-Time Director of the Company.
<i>Last drawn remuneration, if applicable</i>	NA	Rs. 8,40,000/-
<i>No. of Board meetings attended during the year 2023-24</i>	NA	5
<i>Directorship held in Indian Public companies</i>	NIL	NIL
<i>Number of Shares held in the Company</i>	NIL	52,600 Shares
<i>Listed entities in which the person has resigned in past three years</i>	NA	NA
<i>Relationship with other directors, Manager, key Managerial personnel of the Company.</i>	NA	Brother of Ramesh Chand Agarwal as being his Younger brother.

Note: Pursuant to Regulation 26 of the SEBI Listing Regulations only two committees, viz. Audit Committee and Stakeholders Relationship Committee have been considered.

By Order of the Board of Directors
For Anna Infrastructures Limited

Agra, August 27, 2024

(Ayesha Jain Mahajan)
Company Secretary
M.NO: F - 9711

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 Thirty Second 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, 2024.

1. FINANCIAL HIGHLIGHTS

The Company's performance during the financial year ended March 31, 2024 as compared to the previous financial year is summarized as below:

(In Lac.)

	Current Year ended 31/03/2024	Previous Year Ended 31/03/2023
Revenue from Operations before tax, interest & depreciation	168.28	112.63
Less: Depreciation	7.92	12.90
Less: Finance Charges	0.83	1.42
Profit/Loss Before Tax	78.55	29.49
Provision for Tax	18.90	6.61
Profit After Tax	59.64	22.88

Notes:

- The above figures have been extracted from the audited standalone and consolidated financial statements as per Indian Accounting Standard (IND-AS).
- Previous year figures have been regrouped/rearranged wherever necessary.

2. RESULTS OF OPERATIONS AND STATE OF COMPANY'S AFFAIRS

During the year under review, your Company's total revenue stood at Rs. 168.28 Lac as at 31st March, 2024 as compared to Rs. 112.63 Lac as at 31st March, 2023.

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.

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 2023-24.

5. SHARE CAPITAL

The authorized share capital of the Company as on March 31, 2024 was Rs. 5,00,00,000/- (Rupees Five Crore Only) consisting of Rs. 5,00,00,000 (Rupees Five Crore only) consisting of 5,00,000 (Five Lakhs Only) Equity Shares of Rs. 10/- each.



The issued, subscribed and paid capital of the Company, as on March 31, 2024, is Rs. 3,80,00,000/- (Rupees Three Crore Eighty Lakhs Only) consisting of Rs. 3,80,00,000/- (Rupees Three Crore Eighty Lakhs Only) comprising Rs. 38,00,000/- (Rupees Thirty Eight Lakhs Only) equity shares of Rs. 10/- each, fully paid – up.

During the year under review, there was no change in the capital structure of the Company.

During the year under review, the Company has neither issued shares with Differential Voting Rights nor granted Stock Options nor Sweat Equity.

6. DEMATERIALISATION OF SHARES

As on March 31, 2024, 93.47% of the Company's total equity paid up capital representing 3552063 equity shares are held in dematerialized form. SEBI (LODR) Regulations, 2015 mandates that the transfer, transmission etc., shall be carried out in dematerialized form only. The Company has directly sent intimation to shareholders who hold shares in physical form advising them to get their shares dematerialized.

7. LISTING OF SHARES

The Company's equity shares are listed at the BSE Limited (the stock exchange). The annual listing fee for the year 2024-25 has been paid to stock exchange.

8. DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

A. DIRECTORS

Pursuant to the provisions of section 149 of the Act, Mr. Rhythm Garg, Mr. Vivek Agarwal and Mrs. Kusum Singhal are Non-Executive Independent directors of the Company as on 31/03/2024. They have submitted a declaration that each of them meets the criteria of independence as provided in section 149(6) of the Act and Regulation 16 (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Ashok Mittal, Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, have offered himself for re-appointment. The Board recommends his re-appointment for the consideration of the Members of the Company at the Annual General Meeting.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

Mr. Rhythm Garg & Mrs. Kusum Singhal will retire as Independent Directors (w.e.f 31.03.2025) on account of completion of 2 consecutive tenures of 5 years each.

However, Mr. Vivek Agarwal (DIN: 06431839), was re-appointed for second term for further period of Five years, starting from 31st July, 2024 and ending on 30th July, 2029 as Independent Director, subject to the approval of shareholders at the ensuing Annual General Meeting (AGM).

Further, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed the appointment of Mr. Prashant Surana & Mrs. Nidhi Jalan as Independent Directors with effect from 27th September, 2024 for a period of 5 years, subject to approval of shareholders at the ensuing Annual General Meeting (AGM). They are established expert in taxation and finance.

Furthermore, the present terms of appointment of Mr. Anil Kumar Agarwal (Whole time Director) is expiring on May 31, 2025 and it would be appropriate to re-appoint him as a Whole Time Director of the Company for a period of another five years from 1st June 2025 to May 31, 2030. The Board of Director of the Company at its meeting held on 27th August, 2024 on the recommendation of the Nomination and Remuneration Committee in its meeting held on 27th August, 2024, re-appointed Mr. Anil Kumar Agarwal as Whole Time Director of the Company subject to the approval of members/ shareholders of the Company at the ensuing Annual General Meeting

The brief profile of Mr. Ashok Mittal, Mr. Vivek Agarwal and Mr. Prashant Surana, Mrs. Nidhi Jalan and Mr. Anil Kumar Agarwal along with details as regards their expertise, other directorships, and membership in committees of other companies and shareholding in the Company are annexed as **Annexure - I** to the notice of AGM in accordance applicable provisions of SEBI Regulations and the Companies Act, 2013.

The Board has carried out performance evaluation of all its Independent Directors and is of the opinion that all the Independent Directors of the Company are competent and eligible to continue as Independent Directors 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.

B. KEY MANAGERIAL PERSONNEL

As on March 31, 2024, the Company has following Key Managerial Personnel as per the definition of Section 2(51) read with Section 203 of the Companies Act 2013: -

S.NO.	NAMES	DESIGNATION(S)
1.	Mr. Ashok Mittal	Chairman and Director
2.	Mrs. Deepa Poptani	Chief Financial Officer
3.	Mrs. Ayesha Jain Mahajan	Company Secretary and Compliance Officer

During the year Ms. Deepa Poptani was appointed as Chief Financial Officer of the Company in place of Mr. Amit Boss with effect from 10th November, 2023. Mr. Amit Boss ceased to be the Chief Financial Officer of the Company with effect from close of business hours on 10th November, 2023.

9. INDEPENDENT DIRECTORS

In terms of Section 149 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, Mr. Vivek Agarwal, Mr. Rhythm Garg, Mrs. Kusum Singhal, Mr. Prashant Surana (Additional Director), and Mrs. Nidhi Jalan (Additional Director) are the Independent Directors of the Company as on date of this Report. All Independent Directors of the Company have given declarations under Section 149(7) of the Act, that they meet the criteria of independence as laid down under Section 149(6) of the Act and regulations 16(1)(b) of the SEBI (LODR) Regulations, 2015. In terms of Regulation 25(8) of the SEBI (LODR) Regulations, 2015, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

The Additional Independent Directors of the Company have undertaken that they have registered themselves with the Independent Director's Database maintained by the Indian Institute Corporate Affairs (IICA) and possess proficiency certificates.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act as well as the Rules made thereunder and are independent of the management.

10. NUMBER OF MEETINGS OF THE BOARD

During the financial year ended March 31, 2024, 05 (Five) meetings of the Board were held, as follows:

S.no.	Dates of board meeting	Board strength	No. of directors present
1.	26.05.2023	7	7
2.	14.08.2023	7	7
3.	10.11.2023	7	7
4.	09.02.2024	7	7
5.	16.03.2024	7	7

*The maximum time gap between two meetings was not more than 120 days.



11. COMMITTEES OF THE BOARD:

Board Committees:-

The Company has 3 Board Level Committees. All decisions and recommendations of the Committees are placed before Board for information and approval. The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance, are provided below:

- A. Audit Committee
- B. Nomination & Remuneration Committee
- C. Stakeholder's Relationship Committee.

A. Audit Committee

The composition, quorum, powers, role and scope are in accordance with Section 177 of the Companies Act, 2013 and the provisions of Regulation 18 of the SEBI (LODR) Regulations, 2015. Mr. Rhythm Garg, Non –Executive Independent Director is the Chairperson of the Audit Committee. The other members of the Audit Committee include Mr. Rakesh Kumar Mittal and Mr. Vivek Agrawal. All the recommendations made by the Audit Committee were accepted by the Board.

During the financial year ended March 31, 2024, 4 (Four) meeting of the Audit Committee were held, as follows:

S.no.	Dates of board meeting	Committee strength	No. of Members present
1.	26.05.2023	3	3
2.	14.08.2023	3	3
3.	10.11.2023	3	3
4.	09.02.2024	3	3

B. Nomination & Remuneration Committee

The composition, quorum, powers, role and scope are in accordance with Section 178 of the Companies Act, 2013 and the provisions of Regulation 19 of the SEBI (LODR) Regulations, 2015. Mr. Vivek Agarwal, Non –Executive Independent Director is the Chairperson of the Nomination & Remuneration Committee. The other members of the Nomination & Remuneration Committee include Mr. Rakesh Kumar Mittal and Mrs. Kusum Singhal.

During the financial year ended March 31, 2024, 4 (Four) meeting of the Nomination & Remuneration Committee was held as follows:

S.no.	Dates of board meeting	Committee strength	No. of Members present
1.	26.05.2023	3	3
2.	14.08.2023	3	3
3.	10.11.2023	3	3
4.	09.02.2024	3	3

C. Stakeholders' Relationship Committee

The composition, quorum, powers, role and scope are in accordance with Section 178 of the Companies Act, 2013 and the provisions of Regulation 20 of the SEBI (LODR) Regulations, 2015. Mr. Rhythm Garg, Non –Executive Independent Director is the Chairperson of the Stakeholders' Relationship Committee. The other members of the Stakeholders' Relationship Committee include Mr. Ashok Mittal and Mr. Anil Kumar Agrawal.

During the financial year ended March 31, 2024, 3 (Three) meeting of the Stakeholders' Relationship Committee was held as follows:

S.no.	Dates of board meeting	Committee strength	No. of Members present
1.	26.05.2023	3	3
2.	10.11.2023	3	3
3.	09.02.2024	3	3

- There were no pending share transfers/ investors' complaints as on March 31, 2024.



12. ATTENDANCE OF DIRECTORS

S.No.	Name of Director	No. of Board Meetings attended	No. of Audit Committee Meetings Attended	No. of Nomination and Remuneration Committee Meetings Attended	No. of Stakeholder Relation Committee Meetings Attended
1.	Mr. Ashok Mittal	5	-	-	3
2.	Mr. Anil Kumar Agarwal	5	-	-	3
3.	Mr. Rakesh Kumar Mittal	5	4	4	-
4.	Mr. Ramesh Chand Agarwal	5	-	-	-
5.	Mr. Rhythm Garg	5	4	-	3
6.	Mrs. Kusum Singhal	5	-	4	-
7.	Mr. Vivek Agarwal	5	4	4	-

13. MEETINGS OF INDEPENDENT DIRECTORS

The Company's Independent Directors meet at least once in every financial year without the presence of Executive Directors or management personnel. Such meetings are conducted informally to enable Independent Directors to discuss matters pertaining to the Company's affairs and put forth their views to the Lead Independent Director. The Lead Independent Director takes appropriate steps to present Independent Directors' views to the Chairman and Managing Director. One meeting of Independent Directors was held during the year i.e. on 09th February, 2024, which was attended by the following Independent Directors:

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

14. STATUTORY DISCLOSURES

None of the Directors of your Company is disqualified for the financial year 2023-24 as per the provisions of Section 164 and 167 of the Companies Act, 2013 Act. The Directors of the Company have made necessary disclosures as required under various provisions of the Companies Act, 2013 and the SEBI (LODR), Regulations 2015.

15. PUBLIC DEPOSITS

During the year under review, your Company did not invite /accept any deposits from public in terms of provisions of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014 and no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

Pursuant to the Companies (Acceptance of Deposits) Rules, 2014, the Company has filed requisite annual return in e-Form DPT-3 for outstanding receipt of money/loans which are not considered as deposits for financial year ended March 31, 2024 with the Registrar of Companies (ROC).

16. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED

Particulars of loans, investments, guarantees etc. covered under the provisions of Section 186 of the Companies Act, 2013 and Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015 are mentioned in the notes forming part of the Financial Statements.

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

During the year under review, the Company entered into the transactions with related parties as defined under Section 2(76) of the Companies Act, 2013 read with Companies (Specification of Definitions Details) Rules, 2014 and provisions of the SEBI (LODR) Regulations, 2015, all of which were entered in the ordinary course of business and at arm's length basis. However, no materials related Party Transactions were entered into by the Company which might have any potential conflict with the interests of the Company.



During the year under review, all Related Party Transactions were prior-approved by the Audit Committee. All repetitive Related Party Transactions along with the estimated transaction value and terms thereof were approved by the Audit Committee under “Omnibus Approval” before the commencement of financial year and thereafter reviewed them quarterly. The Board also reviewed and approved the transactions with related parties on the recommendation of the Audit Committee.

The details on Related Party Transactions as per Indian Accounting Standard (IND AS) - 24 are set out in Note No. 30 to the Standalone Financial Statements forming a part of this Annual Report.

The Form AOC - 2 pursuant to Section 134(3)(h) of the Companies Act, 2013 read with Rule 8(2) of the Companies (Accounts) Rules, 2014 is set out as **Annexure- I** to this report.

18. RISK MANAGEMENT COMMITTEE

The Company has not constituted the risk management committee in accordance with Section 134 (3) (n) of the Companies Act, 2013 as the said provision is not applicable to the Company.

19. VIGIL MECHANISM/ WHISTLE BLOWER COMMITTEE

The Company has established a “Vigil Mechanism” for its employees and directors, enabling them to report any concerns of unethical behavior, suspected fraud or violation of the Company’s code of conduct. To this effect the Board has adopted a “Whistle Blower Policy” which is overseen by the Audit Committee. The policy provides safeguards against victimization of the whistle blower. Employees and other stakeholders have direct access to the Chairman of the Audit Committee for lodging concern if any, for necessary action. The details of such policy are available on the website of the Company and can be accessed at www.annainfrastructures.com.

During the year under review, there were no complaints received under the mechanism.

20. MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There were no material changes and commitments affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of the report.

21. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

During the year under review, there were no significant and material orders passed by any regulators/courts/tribunals that could impact the going concern status and the Company’s operations in future.

22. INDUSTRIAL RELATIONS

The industrial relations remained cordial and peaceful throughout the year in the Company. The Directors wish to place on record their appreciation for the contribution of the workers and officers of the Company at all level.

23. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are given as under:

1. CONSERVATION OF ENERGY

I. Steps taken or impact on conservation of energy.

The company remains in constant pursuit to carry out its activities in an environment friendly manner as well as to reduce the consumption of energy. This is monitored regularly and suitable actions are implemented wherever needed & feasible.

II. The steps taken by the company for utilizing alternate source of energy.

The Company takes adequate measures in conserving energy in all its activities.

III. Capital Investment on energy conservation equipment’s: NIL

2. TECHNOLOGY ABSORPTION

The Company strives continuously to use the updated technology in all its activities.



3. **FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Earnings: NIL

Foreign Exchange Outgo: NIL

24. REMUNERATION DETAILS OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

The Company has constituted a Nomination and Remuneration Committee in accordance with the requirements Section 178 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 19 of the SEBI (LODR) Regulations, 2015. The details relating to the Committee are given in the Corporate Governance section forming a part of the Board Report. The details of the remuneration of directors, key managerial personnel and employees in terms of Section 197(12) read with Companies (Appointment and Remuneration Managerial Personnel) 2014 are provided as under to this report.

The details of the remuneration/ compensation of the Executive and Non-Executive Directors for the year ended March 31, 2024 is as follows:

(In Rs.)

Name	Salary	Allowance	Sitting Fees	Commission
Executive Director				
Mr. Anil Kumar Agarwal	8,40,000	-	-	-
Non-Executive Director				
Mr. Ramesh Chand Agarwal	-	-	2500	-
Mr. Vivek Agarwal	-	-	6500	-
Mr. Rhythm Garg	-	-	6000	-
Mrs. Kusum Singhal	-	-	4500	-
Mr. Rakesh Kumar Mittal	-	-	6500	-
Mr. Ashok Mittal	-	-	4000	-
KMP'S				
Amit Boss (CFO) Resigned on 10.11.2023	2,70,100			
Deepa Poptani (CFO) Appointed on 10.11.2023	72,850			
Ayesha Jain Mahajan (CS and Compliance Officer)	3,84,000			

- 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.

25. AUDITORS AND AUDITORS' REPORT

A. Statutory Auditors

In terms of Section 139 of the Companies Act, 2013, M/s Manish Goyal & Co., Chartered Accountants have been appointed as Statutory Auditor of the Company in the 30th Annual General Meeting held on August 22, 2022 for 5 years and same was confirmed by the Shareholders at 30th 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.

B. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and rules made thereunder, the Company has appointed M/s Satyendra Sharma & Associates, a firm of Company Secretaries in Practice (C.P.No.4843) to undertake the Secretarial Audit of the Company.

C. 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.



D. COST AUDITORS

In terms of the provisions of Section 148 of the Companies Acts, 2013 read with the Rules made there under, the provisions of maintenance of cost records and the provisions of cost audit are not applicable to your Company.

E. AUDITORS' REPORT

a) The Auditors' Reports for the financial year 2023-24 does not contain any qualification, reservation or adverse remark. Further, the report read together with the notes on accounts are self-explanatory and therefore, in the opinion of the Directors, do not call for any further explanation. The Auditors' Report is enclosed with the financial statements in this Annual Report.

b) The Secretarial Auditors' Report (Form MR-3) for the financial year 2023-24 is enclosed as **Annexure II** to the Board's Report in this Annual Report. The Secretarial Audit Report for the financial year 2023-24 does not contain any qualification, reservation or adverse remark.

26. REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the Statutory Auditors nor the Secretarial Auditors has reported any instance of fraud committed against the Company by its owners or employees under Section 143(12) of the Companies Act, 2013.

27. CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 and Rules framed thereunder for Corporate Social Responsibility (CSR) are not applicable to your Company.

28. SECRETARIAL STANDARDS

Your Directors state that applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and notified by Ministry of Corporate Affairs (MCA) have been duly followed by Company.

29. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013, we hereby state:

i). that in the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation and that there are no material departures;

ii). that the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit and loss of the Company for that period;

iii) that the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

iv) that the directors have prepared the Annual Accounts on a going concern basis.

v) that the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

vi) that the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

30. MANAGEMENT DISCUSSION & ANALYSIS REPORT

In terms of the provision of Regulation 34(2) (e) read with Schedule V of SEBI (LODR) Regulations, 2015, a Management Discussion & Analysis Report, for the financial year under review, is presented in a separate section forming a part of the Annual Report. This report is annexed herewith as "**Annexure - III**".

31. PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORK PLACE

Your Directors state that during the year under review, pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, there were no complaints or cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.



32. 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

33. PREVENTION OF INSIDER TRADING

In compliance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended, the Company has formulated and adopted the revised 'Code of Conduct to regulate, monitor and report trading by designated persons in Listed or Proposed to be Listed Securities' of the Company ('the Insider Trading Code'). The object of the Insider Trading Code is to set framework, rules and procedures, which all concerned should follow, both in letter and spirit, while trading. The Company has also adopted the Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ('the Code') in line with the SEBI (Prohibition of Insider Trading) Amendment Regulations, 2018 and formulated a Policy for determination of 'legitimate purposes' as a part of the Code. The Code also includes policy and procedures for inquiry in case of leakage of Unpublished Price Sensitive Information ('UPSI') and aims at preventing misuse of UPSI.

The policy and the procedures are periodically reviewed and trading window closure is intimated to all concerned and to the Stock Exchanges in advance. A digital platform is being maintained by the Company, which contains the names and other prescribed particulars of the persons covered under the Insider Trading Code.

34. DISCLOSURE OF AGREEMENT

There are no agreements which are required to be reported in accordance with clause 5A of paragraph A of Part A of Schedule III of these regulations.

35. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

As the company is not falling under the Top-1000 listed entities, the provisions of regulation 34(2)(f) of the Listing Regulations pertaining to the Business Responsibility and Sustainability Report (BRSR), are not applicable.

36. CORPORATE GOVERNANCE

Pursuant to regulation 15(2) of Securities Exchange Board of India (Listing Obligations & Disclosure requirements) Regulations, 2015 provisions of regulation 27 i.e. Corporate Governance and Para C, D & E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to the Company.

37. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2024, the Board consist of 7 members, one of whom is whole-time directors, three are Non - Executive Directors and three are independent directors. The Board periodically evaluates the need for change in its composition and size.

38. ANNUAL RETURN

Pursuant to Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for the financial year 2023-24 is uploaded on the website of the Company and the same is available on: www.annainfrastructures.com.

39. STATEMENT CONTAINING SALIENT FEATURES OF SUBSIDIARIES, JOINT VENTURE ASSOCIATE COMPANIES

During the year under review, your Company does not have any Subsidiary Company or joint venture Company.

40. BOARD POLICIES/CODES

Pursuant to applicable provisions of the Companies Act, 2013 and the SEBI (LODR), Regulations, 2015, the details of the policies/codes approved and adopted by the Board are uploaded on Company's website: www.annainfrastructures.com.

41. FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS



Pursuant to Section 178 of the Companies Act, 2013 read with Companies (Meeting of the Board and its powers) Rules, 2014 and SEBI (LODR), Regulations, 2015, your Company has adopted familiarization programs for Independent Directors and other directors to familiarize them with the Company, their role, rights, responsibilities, nature of the industry in which the Company operates, business model, management structure, industry overview, internal control system and processes, risk management framework etc.

Your Company aims to provide its Independent Directors, insight into the Company's business model enabling them to contribute effectively.

42. EVALUATION OF BOARD, COMMITTEES, DIRECTORS AND KMP

The board of directors has carried out an annual evaluation of its own performance, board committees and individual directors pursuant to the Pursuant to Sections 134(3)(p), 178(2) of the Companies Act, 2013 read with Part-VIII of Schedule IV of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations"). The performance of the board was evaluated by the board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The board and the nomination and remuneration committee reviewed the performance of the individual directors on the basis of the targets/criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board, excluding the independent director being evaluated. The Company has devised a policy for performance evaluation of Independent Directors, Board Committees and other Individual directors which includes criteria for evaluation of the non-executive directors

43. INTERNAL FINANCIAL CONTROL (IFC) AND ITS ADEQUACY

The Company has put in place, an internal financial control system, within the meaning of the explanation to Section 134(5)(e) of the Companies Act, 2013 to ensure 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 and proper recording of financial & operational information, compliance of various internal control and other regulatory/statutory compliances.

All Internal Audit findings and control systems are periodically reviewed by the Audit Committee, which provides strategic guidance on internal control. For the financial year ended March 31, 2024, your directors are of the opinion that the Company has adequate IFC commensurate with the nature and size of its business operations and it is operating effectively and no material weakness exists.

44. DETAILS OF APPLICATION MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 AND SETTLEMENT OF LOAN, IF ANY

There were no applications made or any proceedings were pending against the Company under the Insolvency and Bankruptcy Code, 2016 during the year under review.

Further, there was no instance of valuation of amount for settlement of loan(s) from Banks and Financial Institutions.

45. ADDITIONAL INFORMATION TO SHAREHOLDERS

All important and pertinent investor's information such as financial results, policies/codes, disclosures and project updates are made available on the Company's website (www.annainfrastructures.com) on a regular basis.



46. ACKNOWLEDGEMENT AND APPRECIATION

The Board acknowledges with gratitude the assistance, co-operation and encouragement extended to the Company by Central Government, State Government, Financial Institutions, SEBI, Stock Exchanges, Custodian, Regulatory/Statutory Authorities, Registrars & Share Transfer Agent and other related Department of Tourism. Your directors thank the customers, client, vendors, dealers, Company's bankers and other business associates for their continuing support and unstinting efforts in the Company's growth. The Board also wishes to place on record their deep appreciation for the commitment displayed by all the executives, officers and staff, resulting in successful performance during the year. The company has achieved impressive growth through the competence, hard work, solidarity, cooperation and support of employees at all levels. Your Directors is also thankful to the stakeholders, shareholder and depositors for their continued patronage.

Agra, August 27, 2024

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

(Ashok Mittal)

Chairman
DIN: 00320504



Form No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under the third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangements or transactions entered into by the company with any related party, during the year ended March 31, 2024, which were not at arm's length basis.

2. Details of material contracts or arrangements or transactions at arm's length basis:

There were no material contracts or arrangements or transactions entered into by the company with any related party during the year ended March 31, 2024. However, the particulars of related party transactions carried out in the ordinary course of business at arm's length basis are appearing at Note No. 30 forming part of the financial statements of this Annual Report.

This form pertains to the disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto.

Agra, August 27, 2024

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

(Ashok Mittal)

Chairman
DIN: 00320504