

---

ANANTHI CONSTRUCTIONS LIMITED

15<sup>th</sup> ANNUAL REPORT  
2010 - 2011

---

**Ananthi  
Constructions  
Limited**

**BOARD OF DIRECTORS**

Mr. T.N.T.Raajasekar- Managing Director  
Mr. P. Magesh- Director  
Mr. P. Prajeesh- Director  
Mr. S. Kaliraja- Director  
Mr. Rs. Ghanesh- Director

**AUDITORS**

M/s. Vijayaraghavan & Associates  
Chartered Accountants  
51, Giri Road, T.Nagar, Chennai-600017

**REGISTERED OFFICE**

No.41/9, Medavakkam Main Road, Ganesh Nagar, Madipakkam, Chennai-600091  
Phone: 044-22478333. E-mail: aclinfo10@gmail.com

**REGISTRAR AND SHARE TRANSFER AGENTS**

Cameo Corporate Services Limited  
Subramanian Building  
No.1, Club House Road  
Chennai-600002.

**CONTENTS**

Notice to members  
Directors Report  
Management Discussion and Analysis Report  
Report on Corporate Governance  
Compliance Certificate  
Auditors Report  
Balance Sheet as on 31<sup>st</sup> March 2011  
Profit and Loss Account for the year ending 31<sup>st</sup> March 2011  
Schedules forming part of Balance Sheet  
Schedules forming part of Profit and Loss Account  
Notes to Accounts  
Balance Sheet Abstract

**Ananthi  
Constructions  
Limited**

**NOTICE**

Notice is hereby given that the Annual General Meeting of the Company will be held on Wednesday the 21<sup>st</sup> September 2011 at 10.00 AM at K.V.G.Thirumana Mandapam, 16A Medavakkam Main Road, Nanmangalam, Chennai-600117 to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March 2011, the Balance Sheet as at that date and the Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. P. Magesh who retires by rotation and is eligible for re-appointment.
3. To appoint a Director in place of Mr. S. Kaliraja who retires by rotation and is eligible for re-appointment.
4. -To appoint auditors of the company and fix their remuneration. The retiring auditors M/s.Vijayaraghavan and Associates are eligible for re-appointment.

Place: Chennai  
Board  
Date: 12.07.2011

By Order of the

Sd/-  
T.N.T.Raajasekar  
Managing Director

**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. A proxy need not be a member of the company.
2. Proxies, in order to be valid, must be lodged at the registered office of the company not later than 48 hours before the commencement of the meeting.
3. Revenue Stamp should be affixed on the proxy form. Forms which are not stamped or not adequately stamped are liable to be considered invalid. Further, for identification purposes etc., it is advisable that the proxy holder's signature may also be furnished in the proxy form.
4. All documents referred to in the Notice and the Explanatory Statement will be available for inspection by the members at the registered office of the Company between 10.00 AM to 05.30 PM on all working days up to the date of the Annual General Meeting.
5. The Share Transfer Register and the Register of Members shall remain closed from 14<sup>th</sup> September 2011 to 21<sup>st</sup> September 2011 (both days inclusive).
6. Members holding shares in physical form are requested to notify any change in their address to Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, Subramanian Building, No.1, Club House Road, Chennai-600002.
7. The members are requested to bring their Annual Report along with them as extra copies will not be supplied.

**Information about Directors seeking appointment/re-appointment in this AGM in respect of item No.2 & 3 above (in accordance with Clause 49 VI of the Listing Agreement)**

Name	Age	Qualification	Other Directorship	Committee Directorship
P. Magesh	35	B.A.	NIL	NIL
S. Kaliraja	38	Schooling	NIL	NIL

## DIRECTOR'S REPORT

To the Members,

Your directors are pleased to present the Fifteenth Annual Report together with the Audited Accounts for the year ended 31<sup>st</sup> March 2011.

### FINANCIAL RESULTS

	Rs. (in lakhs) Year ended 31.03.2011	Rs. (in lakhs) Year ended 31.03.2010
Profit/Loss before depreciation, Tax	(603010)	(745540)
Add/Less: Depreciation	64892	65967
Profit/Loss after depreciation	(667902)	(811507)
Provision for taxation	0	0
Profit/Loss after Tax	(667902)	(811507)
Previous year's loss transferred	(30694143)	(29882636)
Loss transferred to Balance Sheet	(31362045)	(30694143)

### OPERATIONS:

Your Company has been focusing on flat promotion. The rising price of raw materials including the phenomenal increase in the cost of land has had an adverse effect on the Company's financial position.

During the current year the company has started operations again.

### DIVIDEND:

The Board of Directors has not recommended any dividend.

### DIRECTORS:

Mr. P. Magesh and Mr. S. Kaliraja, Directors are retiring by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

### AUDITORS:

The Board of Directors recommends the appointment of M/s. Vijayaraghavan and Associates, Chartered Accountants as the Auditors of the Company for the financial year 2011-12.

### DIRECTORS RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217 (2AA) OF THE COMPANIES ACT, 1956:

The Directors, to best of their knowledge and belief, confirm that:

1. that in the preparation of the annual accounts, the applicable accounting standards have been followed and there has been no material departure.
2. that the selected accounting policies were applied consistently and the directors made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31<sup>st</sup> March 2011 and of the Loss of the company for the year ended on that date.
3. that proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
4. that the annual accounts have been prepared on a going concern basis.

### PUBLIC DEPOSITS:

During the year under review the Company has neither invited nor received any deposits from the public.

### AUDITORS REPORT:

The Report of the Auditors being self-explanatory needs no further comments.

### FOREIGN EXCHANGE EARNINGS AND OUTGO:

Foreign Exchange Earnings: Rs. NIL

(Previous year Rs. NIL)  
Foreign Exchange Outgo: Rs. NIL  
(Previous year Rs. NIL)

**INFORMATION AS PER SECTION 217(1) (E) OF THE COMPANIES ACT, 1956:**  
The Company has no activity relating to conservation of energy or technology absorption.

**PARTICULARS OF EMPLOYEES**

There are no employees drawing salary in excess of the monetary ceiling prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 during the financial year 2010-11.

**INDUSTRIAL RELATIONS:**

Industrial relations continued to be cordial.

**LISTING:**

The securities of the Company are listed on the Bombay Stock Exchange Limited and Madras Stock Exchange Limited.

**CORPORATE GOVERNANCE:**

The Company has complied with the statutory provisions of Corporate Governance as prescribed under the Listing Agreement of the Stock Exchanges with which the Company's shares have been listed. A separate Report on Corporate Governance is enclosed as part of this Annual Report. A certificate as to compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is annexed to the Report on Corporate Governance.

**AUDIT COMMITTEE:**

In consonance with Corporate Governance norms, Mr. P. Magesh, Independent Director of the Board, has been appointed as the Chairman of the Audit Committee.

**COMPLIANCE CERTIFICATE:**

A certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report. A Compliance Certificate by a Company Secretary in whole-time practice, as required by section 383A of the Companies Act, 1956 is also attached to the Directors Report.

**CASH FLOW STATEMENT:**

In conformity with the provisions of Clause 32 of the Listing Agreement with the Stock Exchanges, Cash Flow Statement for the year ended 2010-11 is annexed hereto.

**ACKNOWLEDGEMENTS:**

The Board of Directors place on records its application for the assistance and co-operation received from the Government Authorities.  
The Board also places on record its gratitude to the employees at all levels for their commitment and dedicated efforts.  
The Directors are also thankful to the shareholders for their continued support to the Company.

Place: Chennai  
Date: 21.07.2011

By order of the Board

Sd/-  
T.N.T.Raajasekar  
Managing Director

## MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of Ananthi Constructions Limited presents the Industry Overview, Opportunities and Threats, Initiatives by the Company and overall strategy of Ananthi Constructions Limited for the year 2011-12 and its outlook for the future. This outlook is based on an assessment of the current business environment. It may vary due to future economic and other developments.

This Management Discussion and Analysis statement of the Annual Report has been included in adherence to the spirit enunciated in the Corporate Governance approved by the Securities and Exchange Board of India.

### Industry Structure and Developments:

The Indian Construction industry is an integral part of Indian economy and an important part of investment into the development of the Indian economy takes place through the Construction Industry.

### Housing Sector:

Very man's dream is to have a house of his own. This was the fuelling power behind the housing sector. However with recession in various parts of the world, one of the sectors to have suffered a severe blow is the housing sector. Foreclosure has become a phenomenon in the US and this has had its own impact on the Indian market as well.

### Over view of the Business of the Company:

Your company has been focusing on flat promotion. But due to the huge investment required for this industry the company is currently not able to carry on its construction activities on a large scale

### Opportunities:

The directors are of the opinion that the construction industry is likely to bloom in the coming years.

### Threats:

- The ongoing recession will adversely affect the construction industry.
- Change in Government policy regarding building activities may affect the industry.
- The increasing cost of inputs like steel, cement and diesel is a major concern for the Company.
- The business witnessed intense competition in the market and the overall margins and under pressure.
- A service tax was also levied on properties that were rented for commercial use.

The changes may impact the retail sector as property cost can be equal to 30 percent of total cost in some cases.

### Segmental Analysis:

Your company operates in only one segment viz., constructions.

### Internal Controls and their Adequacy:

The company's internal controls are well established. The statutory auditor and the audit committee review these controls regularly. The Company also had an information technology system that supports the organization and ensures adequate information.

Your company attached significant importance to continue upgrading of human resources for sustaining highest levels of customers' satisfaction. The company is providing training as a continuous process to the technical people to cater the needs of various customers.

### Future Outlook:

Your company is aware of the risks and threats noted above and have devised its business strategy accordingly.

### Cautionary Statement:

Statement in the Management Discussion and Analysis Report describing the Company's objectives and projections are forward looking statements and progressive within in the meaning of applicable security laws and regulations. Actual results may vary depending upon economic conditions, Government policies and other incidental related factors.

## REPORT ON CORPORATE GOVERNANCE

### COMPLIANCE WITH CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES

In terms of Clause 49 of the Listing Agreement of the Stock Exchanges, the compliance Report on Corporate Governance (in the prescribed format), along with the Certificate from the Statutory Auditors (Annexure) is given as under.

#### Philosophy on code of Governance:

Ananthi Construction Ltd. is committed to standards of Corporate Governance in all activities.

#### A. Board Composition:

##### 1. Size of the Board and independent Directors:

The Board has currently five Members comprising of the Managing Director and four Non-executive Directors. As per the Current by – laws of the Company, the Board can have up to 12 (twelve) Members. The present Board has three independent directors, one Executive director.

##### 2. Board Committee:

Currently, the Board has Three Committees – the Audit Committee, the Investor Relations Committee and Remuneration Committee.

##### a. Board of Directors

Composition and category of directors as of March 31, 2011 is as follows:

Category	No. of Directors	%
Executive Directors	1	20
Non – Executive Directors	4	80

During the period ended 31.3.2011, 6 Board Meetings were held on the following dates: 5.04.2010, 30.06.2010, 05.07.2010, 04.10.2010, 21.12.2010 and 03.01.2011

Attendance of each of the directors at the Board Meetings and the last AGM is as follows:

Sl. No.	Name of Director	Category	Board Meetings		Attendance in the last AGM on 30.9.2010
			Held Nos.	Attended INOS.	
1.	T.N.T. Raajasekar	ED	5	5	Yes
2.	P. Magesh	NED/ID	5	5	Yes
3.	P. Prajeesh	NED/ID	5	5	Yes
4.	S. Kaliraja	NED/ID	5	5	Yes
5.	Rs. Ghanesh	NED	5	5	Yes

- ED – Executive Director; NED – Non- Executive Director; ID – Independent Director

##### b. Audit Committee:

As per the requirement of Part II of clause 49 of the Listing Agreement, the Company has formed an Audit Committee. P. Magesh was appointed as Chairman of the Audit Committee.

- Brief Description of terms of reference:

The Committee reviews the quarterly, half-yearly and annual financial statements before they are submitted to the Board.



Overall assessment of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible is undertaken by this committee.

Recommending the appointment of external auditor, fixation of audit fee and also approval for payment for any other services is also reviewed by this committee.

- Composition of Committee:  
P. Magesh – Chairman  
P. Prajeesh  
S. Kaliraja

Meetings and attendance of members thereof during the year is as follows:

Director	Held	Attended
P. Magesh – Chairman	4	4
P. Prajeesh	4	4
Kaliraja	4	4

#### c. Remuneration Committee:

- Remuneration Policy :

The compensation of the executive directors comprises of a fixed component under a performance incentive by way of commission. The compensation is determined based on levels of responsibility and scales prevailing in the Industry. The commission is determined based on certain pre agreed performance parameters. The executive directors are not paid sitting fees for any board/committee meetings attended by them.

- Role of the Committee:

The main role of the Remuneration Committee is to recommend to the Board the appointment / reappointment of the Executive / Non executive directors. The committee is also vested with the authority to determine the periodic increments in salary and incentives of the executive directors.

- Composition and Meetings of the Committee:

The committee elects one of its members as chairman for each meeting. The committee met twice during the year ended 31<sup>st</sup> March 2011.

The Composition of the committee and the attendance of each member at these meetings are given below.

Director	Held	Attended
P. Magesh	2	2
P. Prajeesh	2	2
S. Kaliraja	2	2

#### d. Investor Relations Committee:

It is a Sub – Committee of the Board of Directors of the Company with Mr. Magesh being the Chairman of the Committee.

- Brief Description of terms of reference:

The terms of reference of this Committee compasses the formulation of shareholders/investor's servicing policies, looking into investors' complaints viz., transfer of shares, non receipt of balance sheet, etc., and deciding on any other matter as may be required in connection with the share holders / investors servicing and redress their grievances.

The Board has delegated the power of share transfer to the Registrar and Share Transfer agents, who process the transfers. The committee also looks after the performance of the Registrar and Transfer Agents of the Company.

- Composition of Committee:

The members of the Company's Shareholders' Committee are:

- P. Magesh – Chairman
- P. Prajeesh
- S. Kaliraja

- Number of Shareholders complaints received, number not solved to the satisfaction of the Share holder and number of pending transfers:

- (1) As on date of this balance sheet no investor complaint is pending.
- (2) Representatives of your company are continuously in touch with Cameo Corporate Services Limited, Share Transfer Agents of the Company and review periodically the outstanding complaints.

## B. GENERAL MEETINGS:

Year	Date	Time	Venue
2007-08	30.09.2008	9.30 a.m.	K.V.G. Thirumana Mandapam, 16 A, Medavakkam Main Road, Nanmangalam, Chennai – 600 117.
2008-09	30.09.2009	9.30 a.m.	K.V.G. Thirumana Mandapam, 16 A, Medavakkam Main Road, Nanmangalam, Chennai – 600 117.
2009-10	30.09.2010	10.00 a.m.	K.V.G. Thirumana Mandapam, 16 A, Medavakkam Main Road, Nanmangalam, Chennai – 600 117.

## C. POSTAL BALLOT:

None of the subjects placed before the shareholders in the last annual general meeting required approval by a postal ballot.

## D. DISCLOSURE:

- Disclosures on materially significant Related Party Transactions that may have potential conflict with the interest of the company at large.

- (1) During the year, the Company has not entered into any transaction of material nature with directors, their relatives or management which was in conflict with the interest of the Company.
- (2) The transaction with the promoters, its associate companies etc., of routine nature have been reported elsewhere in the annual report as per Accounting Standard 18 (AS18) Issued by the institute of Chartered Accountants of India.

- Details of non compliance by the Company, penalties, structures imposed on the company by Block Exchange of SEBI or any statutory authority, on any matter related to capital markets, during the last three years is as follows:  
1. During the year 2009-10, the company and its directors have paid compounding fees of Rs. 169000/- for compounding offences under the following sections of the Companies Act, 1956 211(3B), 173(2), 211(1), 211(3A) r/w 211(3C), 211(1) r/w Schedule VI, 297 and 58 r/w Rule 10 of the Companies (Acceptance of Deposits) Rule, 1975 pertaining to the period of 2002-05.

## E. MEANS OF COMMUNICATION:

The un-audited Financial Results on a quarterly basis subject to limited review by the Auditors of the company are taken on record by the Board of Directors at its meeting within one month of the close of every quarterly / half year respectively and the same are furnished to all the Stock Exchanges where the Company's shares are liable. Results of this company were published in the newspapers viz. *Business Line*, *Economics Times/ Financial Express* and the Tamil Version of the financial results in a Tamil daily viz., *Maalai Sudar*.

Management's Discussions and Analysis forms part of this Annual Report, which is also being posted to all the shareholders of the Company.

## F. COMPLIANCE WITH CLAUSE 49:

### Mandatory Requirements:

The Company has complied with all the applicable mandatory requirements of the revised clause 49.

### Non – Mandatory Requirements:

The Company has constituted Remuneration Committee of the Board of Directors. Necessary details of the same have been provided under the section "Remuneration Committee of the Board".

The Company has not adopted other non-mandatory requirements.

### Shareholder information:

A separate section has been included in the Annual Report furnishing various details, viz. time and venue of Annual Meeting, share price movements, financial calendar, etc.

## SHARE HOLDERS INFORMATION

### General Share holder information:

#### 1. AGM (Date and Venue)

Wednesday the 21<sup>st</sup> Sep 2010, at 10.00 a.m.  
at K.V.G. Thirumana Mandapam,  
16A, Medavakkam Main road,  
Nanmangalam,  
Chennai – 600 117.

#### 2. Date of Book Closure

14<sup>th</sup> September 2010 to 21<sup>st</sup> September 2010 (both days inclusive)

#### 3. Financial Calendar

Financial Reporting for 2010-11

Second Quarter Sep. 30<sup>th</sup> 2010, on or before Oct. 31, 2010  
 Third Quarter Dec. 31<sup>st</sup>, 2010, on or before Jan. 31, 2011  
 Fourth Quarter Mar. 31<sup>st</sup> 2011, on or before Apr. 30, 2011

AGM for year ending 31<sup>st</sup> March 2011, September 2011

4. Registrar and Transfer Agents

M/s. Cameo Corporate Services Ltd.  
 Subramanian Building  
 No.1, Club House Road,  
 Chennai – 600 002.  
 Tel: 28480390  
 Fax: 28480129

5. Share Capital Details

Authorised 50,00,000 equity shares of Rs.10/- each paid – up 42,80,000 equity shares of Rs.10/- each.

6. Listing of Company's Shares

i) Bombay Stock Exchange Limited  
 ii) The Madras Stock Exchange Limited

7. Address to the Correspondence Regd. Office : No. 41/9, Medavakkam Main Road,  
 Ganesh Nagar, Madipakkam,  
 Chennai-600091

**STOCK MARKET DATA**

**Bombay Stock Exchange Limited:**

Trading in the Securities of the Company has been suspended w.e.f. 8<sup>th</sup> July 2005. There is no trading in other stock exchanges.

**Nomination Facility:**

The Companies Act, 1956 and the Rules prescribed there under provides for nomination of shares. The share holders can now nominate a person with whom the shares shall vest in the event of death of the share holders. The nomination can be made only by individuals holding shares of the Company either in sole name or jointly with another (not exceeding one joint holder). The nominee shall be individual. In the case of nominee being a minor he/she may be represented by his/her natural guardian or a court appointed guardian. The transfer of shares in favor of a nominee shall be a valid discharge by the company against the legal heirs. The nomination shall stand rescinded upon transfer of shares. The nomination by a share holder can be changed or cancelled at any time by giving due notice and upon execution of a fresh nomination form.

**Communication:**

All share transfers should be forwarded to the Registrars and share transfer agents of the company. All communication should be forwarded to the Registered Office of the Company marked to the attention of the Managing Director.

**Distribution of Shareholding (as at the year end)**

No. of Equity shares held	No. of share holders	No. of share held.
Up to 5000	8884	1504900
5001 to 10000	367	290900
10001 to 20000	148	229500
20001 to 30000	42	102400
30001 to 40000	34	126300
40001 to 50000	15	66400
50001 to 100000	20	149000
100001 to and above	10	1890800

**Dematerialization of Shares and liquidity:**

All the Shares of the Company are in physical form and none of the share is in dematerialized form.

**Categories of shareholding (as at the year end)**

	No. of share held	% of share holding
Bodies Corporate	86300	1.55
NR	85400	1.53
Mutual Fund	--	--
Promoters	1525800	35.65
Resident – Individual	2822500	61.27
Total	4280000	100

Sd/-  
 Vijayaraghavan & Associates  
 Chartered Accountants

51, Giri Road  
 T.Nagar  
 Chennai-600017

## AUDITOR'S CERTIFICATE

To,  
The Members of Ananthi Constructions Limited

We have examined the compliance of conditions of Corporate Governance of Ananthi Constructions Limited for the year ended 31<sup>st</sup> March 2011 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchange(s).

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has broadly complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) against the Company is/are pending exceeding one month as per records maintained by the Shareholders' Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai  
Date: 12.07.2011

For Vijayaraghavan & Associates  
Chartered Accountants  
Sd/-  
P.B.Vijayaraghavan

**CHIEF EXECUTIVE OFFICER (CEO) / CHIEF FINANCIAL OFFICER (CFO)  
CERTIFICATION**

I, T.N.T. Raajasekar, Chairman and Managing Director of Ananthi Constructions Ltd., to the best of my knowledge and belief hereby certify that :

1. I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief.
  - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - b. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transaction entered into by the company during the year which is fraudulent, illegal or in violation of the Company's code of conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the Audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps we have taken or propose to take or rectify these deficiencies.
4. I have indicated to the auditors and the Audit Committee:
  - i) Significant changes in internal control over financial reporting during the year;
  - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii) Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having it significant role in the Company's internal control system over the financial reporting.

Place: Chennai  
Date: 12.07.2011

For Ananthi Constructions Limited  
Managing Director

Sd/-

T.N.T.Raajasekar

## DECLARATION

As stipulated under the provisions of sub-clause 1(D) (ii) of Clause 40 of the Listing Agreement with the Stock Exchanges, all the Directors and the designated personnel in the Senior Management of the Company has affirmed compliance with the code for the financial year ended 31<sup>st</sup> March 2011.

Place: Chennai  
Date: 12.07.2011

For Ananthi Constructions Limited  
Managing Director

Sd/-  
T.N.T.Raajasekar

## COMPLIANCE CERTIFICATE

**CIN: L45201TN1992PLC023831**

**Authorised Capital: Rs. 50,000,000**

**Paid-up Capital: Rs. 42,800,000**

To

The Members,

**M/s. Ananthi Constructions Limited**

No. 41/9, Medavakkam Main Road

Ganesh Nagar, Madipakkam

Chennai- 600091

I have examined the registers, records, books and papers of **M/s. Ananthi Constructions Limited** (the Company) as required to be maintained under the Companies Act, 1956 (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on **31<sup>st</sup> March 2011** (Financial year i.e., 01.04.2010 to 31.03.2011). In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the company, its officers and agents, I certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers as stated in **Annexure A** to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns specified in **Annexure B** during the financial year.
3. The Company being a public limited company, this clause is not applicable.
4. The Board of Directors duly met **6** times respectively on 05.04.2010, 30.06.2010, 05.07.2010, 04.10.2010, 21.12.2010 and 03.01.2011 in respect of which meetings proper notices were given and the proceedings were recorded and signed in the Minutes Book maintained for the purpose.
5. The company has opted to close its Register of members for the period 14<sup>th</sup> September 2011 to 21<sup>st</sup> September 2011 (both days inclusive) and the provisions of the Act have been complied with.
6. The annual general meeting for the financial year ended on **31<sup>st</sup> March 2010** was held on **30.09.2010** after giving due notice to the members of the company and the resolutions passed there at were duly recorded in Minutes Book maintained for the purpose.
7. No extra ordinary general meeting was held during the financial year.
8. The company has not advanced loans to its directors referred in Section 295 of the Act.
9. The Company has not entered into contracts falling under the provisions of Section 297 of the Act during the year under scrutiny.
10. The Company has made necessary entries in the register maintained under Section 301 with respect to disclosure of interest under Section 299 of the Act.
11. As there were no instances falling within the purview of Section 314 of the Act, the company has not obtained any approvals from the Board of Directors, Members or Central Government.
12. The Company has not issued any duplicate share certificates during the financial year.

13. The Company
- i. transferred shares in accordance with the provisions of the Act and not issued any new shares during the financial year;
  - ii. not deposited any amount in a separate Bank account as no dividend was declared during the financial year;
  - iii. has not paid/posted warrants to any members of the company as no dividend was declared during the financial year.
  - iv. has no amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and interest accrued thereon which have remained unclaimed or unpaid for a period of seven years and which requires to be transferred to Investor Education and Protection Fund, as no dividend was declared.
  - v. duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the company is duly constituted. There was no appointment of additional Directors, alternate Directors and Directors to fill casual vacancy during the financial year.
15. The Company has appointed Managing Director during the financial year under review.
16. The company has not appointed any sole selling agents during the financial year.
17. As per the information provided to me by the Company, the company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and or/such authorities prescribed under the various provisions of the Act during the financial year.
18. The directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares during the financial year.
20. The Company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There was no transaction necessitating the company to keep in abeyance rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act.
23. In my opinion and according to the information and explanation provided to me, the Company has not invited/accepted any deposits including any unsecured loans falling within the purview of Section 58A during the financial year.
24. The Company has not borrowed any money as envisaged under section 293(1)(d) of the Act.
25. The company has not made any loans advances or given guarantees or provided securities to other body corporate and consequently no entries were made in the register kept for that purpose.
26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.



29. The company has not altered the provisions of the Memorandum with respect to share capital of the company during the year under scrutiny.
30. The company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The provisions of Section 418 are not applicable, since the Company has not constituted any provident Fund for its employees.

Place: Chennai  
Date: 12.07.2011

Rajiyashree. S. K. Baalaji  
Company Secretary in Practice  
CP No: 8724

**Annexure A:**

Registers maintained by the Company

1. Register of Members
2. Register of Directors
3. Register of Directors Shareholding
4. Register of Transfers
5. Declaration of Interest
6. Minutes of Board Meetings
7. Minutes of Shareholders Meetings
8. Attendance of Board Meetings

**Annexure B:**

Forms and Returns filed by the Company

1. Form 23 AC and Form 23 ACA (SRN P58158106) pertaining to the financial year end 31.03.2010 filed on 30.10.2010
2. Form 66 (SRN P57573065) pertaining to the financial year end 31.03.2010 filed on 29.10.2010.
3. Form 20 B (SRN P66304361) pertaining to the AGM on 30.09.2010 filed on 28.02.2011
4. Form 25 C (SRN A96987730) pertaining to appointment of Managing Director filed on 28.10.2010.
5. Form 1A (SRN B01414663) filed on 23.12.2010.

AUDITORS' REPORT

TO

THE MEMBERS OF ANANTHI CONSTRUCTIONS LIMITED

We have audited the attached Balance Sheet of ANANTHI CONSTRUCTIONS LIMITED as at 31<sup>st</sup> March 2011 and also the Profit & Loss Account for the year ended on that date annexed thereto and the Cash Flow statement for the period ended on that date. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and evaluating the over all financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As required by the Companies' (Auditor's Report) Order, 2003 and amended by the Companies' (Auditor's Report) (Amendment) Order, 2004 and according to the information and explanations given to us during the course of the audit and on the basis of such checks as were considered appropriate, we enclose in the Annexure a statement on the matters specified in paragraph 4 and 5 of the said order.

Further to our comments in the Annexure referred to above, we report that:

- i) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
- iv) The Balance sheet and profit and loss account dealt with by this report are in agreement with the books of account subject to above remark.
- v) In our opinion the Balance Sheet and Profit and Loss Account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
- vi) On the basis of the written representation received from the Directors, as on 31<sup>st</sup> March 2011 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31<sup>st</sup> March, 2011 from being appointed as a Director in terms of Clause (g) of Sub-section (1) of Section 274 of the Companies Act, 1956.

5) In our opinion and to the best of our information, and according to the explanations given to us, the said financial statements, read together with the attachment schedules and notes forming part of accounts give the information required by the companies act, 1956, in the manner so required and present a true and fair view in conformity with the accounting principles generally accepted in India.

- a) in the case of the Balance Sheet, of the state of affairs of the Company of as at **31<sup>st</sup> March 2011;**
- b) in the case of the Profit and Loss Account, of the Loss for the year ended on that date, and
- c) in the case of Cash Flow Statement, of the Cash Flows for the period ended on that date.

For VIJAYARAGHAVAN & ASSOCIATES  
Chartered Accountants  
Sd/-  
P.B.Vijayaraghavan  
Partner

Place: Chennai  
Date: 12.07.2011

### Annexure to Auditors' Report

- 1) a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
b) The assets have been physically verified by the management in accordance with a phased programme of verification, which in our opinion, is reasonable, considering the size and the nature of business. The frequency of verification is reasonable and discrepancies noticed on such physical verification were not material and have been properly dealt with in books of accounts.  
c) The movable assets have been disposed during the year retaining immovable assets of the company.
- 2) a) the inventories have been physically verified by the management during the year at reasonable intervals.  
b) The procedures of physical verification of the inventories followed by the management are reasonable and adequate in relation to the size of the company and nature of its business.  
c) The company has maintained proper records of inventories and, discrepancies noticed on physical verification of inventories as compared to book records were not material and have been appropriately dealt with.
- 3) a) During the year the company has not granted any loans to Companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956.  
b) There were no loans, secured or unsecured outstanding in the books of the company as no loans advanced by the company.  
c) The Company has not taken any Loans from Companies, firms or other parties covered in the Register maintained under section 301 of the Companies Act, 1956, during the year under Audit.
- 4) There are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchase of inventory, fixed assets and for the sale of goods and services. There is no major weakness in the internal control procedures.
- 5) a) The particulars of contracts or arrangement referred to in section 301 of the Act have been entered in the register, required to be maintained under that section.  
b) There transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to prevailing market prices at the relevant time.
- 6) The company has not accepted any Deposits from public attracting provisions of section 58 A and 58 AA of Companies Act, 1956. Or any other relevant provisions of the Act.
- 7) The Company has an adequate internal Audit system commensurate with its size and nature of its business.
- 8) The company is not covered by the order made by the Central Government for the maintenance of cost records under section 209(1) (d) of the Companies Act, 1956.
- 9) a) According to the information and explanations given to us and the records examined by us the company is regular in depositing with appropriate authorities undisputed statutory dues

including Provident Fund, Investors, Education and Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues. According to the information, and explanations given to us, no undisputed arrears of statutory dues except Income Tax were outstanding as at 31<sup>st</sup> March, 2011 for a period of more than six months from the date they become payable.

b) There were no disputed statutory dues in the books of the company as on 31<sup>st</sup> March 2011 except Income Tax.

- 10) The accumulated losses as at the end of financial year has exceeded fifty percent of its net worth and has incurred cash loss in the immediately preceding Financial year.
- 11) The company has not defaulted in repayment of its dues to financial institution and banks.
- 12) During the year, the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures or other securities.
- 13) The provisions of special statutes applicable to chit fund, Nidhi or mutual benefit fund/societies are not applicable to the company.
- 14) The company is not dealing or trading in shares, securities, debentures or other investment.
- 15) According to the information and explanation given to us, the company has not given any guarantee during the year for loans taken by others from bank and financial institutions.
- 16) The company has not availed any Term Loan during the year.
- 17) According to information and explanation given to us, and on, an overall examination of the balance sheet of the company we report that the company has not used funds raised on short term basis for long term investment.
- 18) The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 10 of the companies Act, 1956.
- 19) During the year, the company has not issued debentures.
- 20) During the year, the company has not raised money by public issue.
- 21) According to the information and explanation given to us, and the book and records examined by us there are no frauds on or by the company that has been noticed or reported during the year.

Place: Chennai  
Date: 12.07.2011

DR. VIJAYARAGHAVAN & ASSOCIATES

Chartered Accountants  
Sd/-  
P.B. Vijayaraghavan  
Partner

**Vijayaraghavan & Associates**  
**Chartered Accountants**

**51, Giri Road**  
**T.Nagar**  
**Chennai-600017**

**AUDITOR'S CERTIFICATE**

The Board of Directors  
Ananthi Constructions Limited  
Chennai

I have examined the attached Cash Flow Statement of Ananthi Constructions Limited for the year ended 31<sup>st</sup> March 2011. The statement has been prepared by the Company in accordance with the requirements of Clause 32 of the Listing Agreement with the Stock Exchanges and is based on and is in agreement with the corresponding Profit and Loss Account and the balance Sheet of the Company covered by my report to the members of the Company.

**As per report of even date**  
**For Vijayaraghavan & Associates**  
**Chartered Accountants**  
sd/-  
**P.B.Vijayaraghavan**  
**Partner**

ANANTHI CONSTRUCTIONS LIMITED			
BALANCE SHEET AS AT 31ST MARCH 2011			
PARTICULARS	SCH	AS ON 31.03.2011	AS ON 31.03.2010
		Rs.	Rs.
<b><u>SOURCES OF FUNDS</u></b>			
a. Shareholders Funds	1	42,800,000	42,800,000
b. Deferred Tax Liability	2	98,564	98,564
<b>TOTAL</b>		<b>42,898,564</b>	<b>42,898,564</b>
<b><u>APPLICATION OF FUNDS</u></b>			
<b><u>A. FIXED ASSETS</u></b>			
Gross Block	3	4,829,258	4,829,258
Less : Depreciation		913,068	848,176
		3,916,190	3,981,082
<b><u>B. CURRENT ASSETS, LOANS &amp; ADVANCES</u></b>			
i) Current Assets	4	5,505,000	5,501,575
ii) Loans & Advances	5	3,307,714	3,867,713
		8,812,714	9,369,288
<b><u>C. CURRENT LIABILITIES &amp; PROVISIONS</u></b>			
i) Current Liabilities	6	220,320	173,884
ii) Provisions	7	972,065	972,065
		1,192,385	1,145,949
Net Current Assets (B-C)		7,620,329	8,223,339
<b><u>MISCELLANEOUS EXPENDITURE</u></b>			
Profit and Loss Account		31,362,045	30,694,143
<b>TOTAL</b>		<b>42,898,564</b>	<b>42,898,564</b>

As per our report of even date

For VIJAYARAGHAVAN & ASSOCIATES  
Chartered Accountants

For and on behalf of the Board

ANANTHI CONSTRUCTIONS LTD.

sd/-  
P.B.Vijayaraghavan  
Partner  
Place: Chennai  
Date : 12/07/2011

sd/-                      sd/-  
T.N.T.Raajasekar      P.Magesh  
Managing Director      Director





**Schedules forming Part of Balance Sheet & Profit & Loss Account**

	As on 31-03-2011	As on 31-03-2010
<b>Schedule - 1</b>		
<b>Share Capital</b>		
<b>Authorised Capital</b>		
10,00,000 Equity Shares of Rs.10/- each	50,000,000	50,000,000
<b>Issued, Subscribed and Paid up Capital</b>		
42,80,000 Equity Shares of Rs.10/- each	42,800,000	42,800,000
<b>Schedule - 2</b>		
<b>Deferred Taxation</b>		
Opening Balance	98,564	98,564
Add: Provision during the year	-	-
	98,564	98,564
<b>Schedule - 4</b>		
<b>Current Assets, Loans &amp; Advances</b>		
<b>1) Current Assts</b>		
<b>1) Cash &amp; Bank Balances</b>		
2) Cash in Hand	5,000	1,575
3) Balance with Banks	-	-
	5,000	1,575
(A)		
<b>3) Sundry Debtors</b>		
	-	-
(B)		
<b>2) Inventories</b>		
Work in Progress including Land cost - valued at Cost or Net Realisable Value Whichever is less		
Land	2,700,000	2,700,000
Stock of Materials and Flat	2,800,000	2,800,000
	5,500,000	5,500,000
(C)		
Grand Total (A)+(B)+(C)	5,505,000	5,501,575
<b>Schedule - 5</b>		
<b>Loans, Deposits &amp; Advances</b>		
Advances Recoverable in Cash or kind or Value to be received	2,766,878	3,286,967
Other Advances	510,836	550,746
Rental Deposit	30,000	30,000
	3,307,714	3,867,713
<b>Schedule - 6</b>		
<b>Current Liabilities</b>		
<b>Sundry Creditors</b>		
- For Expenses ( Cameo Share Transfer Agent)	19,854	19,854
- Professional Fees Payable	50,000	50,000
- Expenses Payable	16,030	16,030

Advances Received from Customers	116,436	70,000
Rental Advance Received	18,000	18,000
	220,320	173,884

<b>Schedule - 7</b>		
<b>Provisions</b>		
Provision for Taxation	966,143	966,143
Provision for FBT	5,922	5,922
	972,065	972,065
<b>Schedule - 8</b>		
<b>Operating and Administrative Expenses</b>		
Advertisement	2,500	7,500
Duties and Taxes	7,500	6,449
Bank Charges	120	60
Conveyance	42,150	39,139
Electricity	6,225	6,000
CLB Compounding Fees	53,500	53,500
General Meeting Expenses	62,500	84,100
Legal Fees Paid	20,000	20,000
Office Expenses	6,750	5,500
Audit Fees	11,030	11,030
Petrol Expenses	22,478	23,462
Postage & Telegram	24,875	66,850
Printing & Stationery	28,286	55,241
Rent Paid	30,000	30,000
Repairs & Maintenance	12,200	13,300
Salary & Staff Welfare	142,766	134,688
Share Transfer Expenses	-	19,854
Sundry Expenses	42,780	41,620
Telephone & Communication	87,630	86,227
Travelling & Transport	44,720	41,020
	648,010	745,540

Depreciation Statement As per Companies Act As on 31.03.2011

Particulars	Rate of Depreciation	Gross Block			DEPRECIATION			Net Block		
		AS ON 31/03/2010 \$	Additions \$	Deduction \$	AS ON 31/03/2011 \$	AS ON 31/03/2010 \$	Additions \$	Deduction \$	AS ON 31/03/2011 \$	AS ON 31/03/2010 \$
Building		4,829,258	-	-	4,829,258	848,176	64,892	913,068	3,916,190	3,981,082

**NOTES ON ACCOUNTS:-**

1. Depreciation is charged on fixed assets as per The Companies Act, 1956.
2. In the opinion of the Board of directors, current assets, loans and advances have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.
3. Balances of Sundry debtors, Sundry creditors, loans and advances are subject to confirmation.
4. Previous Years figures are regrouped or rearranged wherever necessary to make them comparable with the current year's figures.

# BALANCE SHEET ABSTRACT AND COMPANYS GENERAL BUSINESS PROFILE

## REGISTRATION DETAILS

Registration No. 23831  
18

Balance Sheet as at: 31.03.2011

State Code:

## CAPITAL RAISED DURING THE YEAR

Public Issue: NIL Bonus Issue: NIL Rights Issue: NIL Private Placement: NIL

## POSITION OF MOBILIZATION AND DEPLOYMENT OF FUNDS (Amount in Thousands)

Total Liabilities	Total Assets
42899	42899

## SOURCE OF FUNDS

Paid-up Capital	Deferred Taxation	Reserves and Surplus	Secured Loans	Unsecured
Loans				
42800	99	NIL	NIL	NIL

## APPLICATION OF FUNDS

Net Fixed Assets	Capital Work-in-Progress	Investments
3916	NIL	NIL
Net Current Assets	Misc. Expenses	Accumulated Losses
7620	NIL	31362

## PERFORMANCE OF COMPANY (Amount in Thousands)

Turnover	Total Expenditure
NIL	648

Loss before Tax	Loss after Tax
668	668

Earnings per share	Dividend rate
NIL	NIL

## GENERIC NAME OF THREE PRINCIPLE PRODUCTS/SERVICES OF THE COMPANY (As per monetary terms)

Item Code No. (ITC Code)

Product Description: Constructions

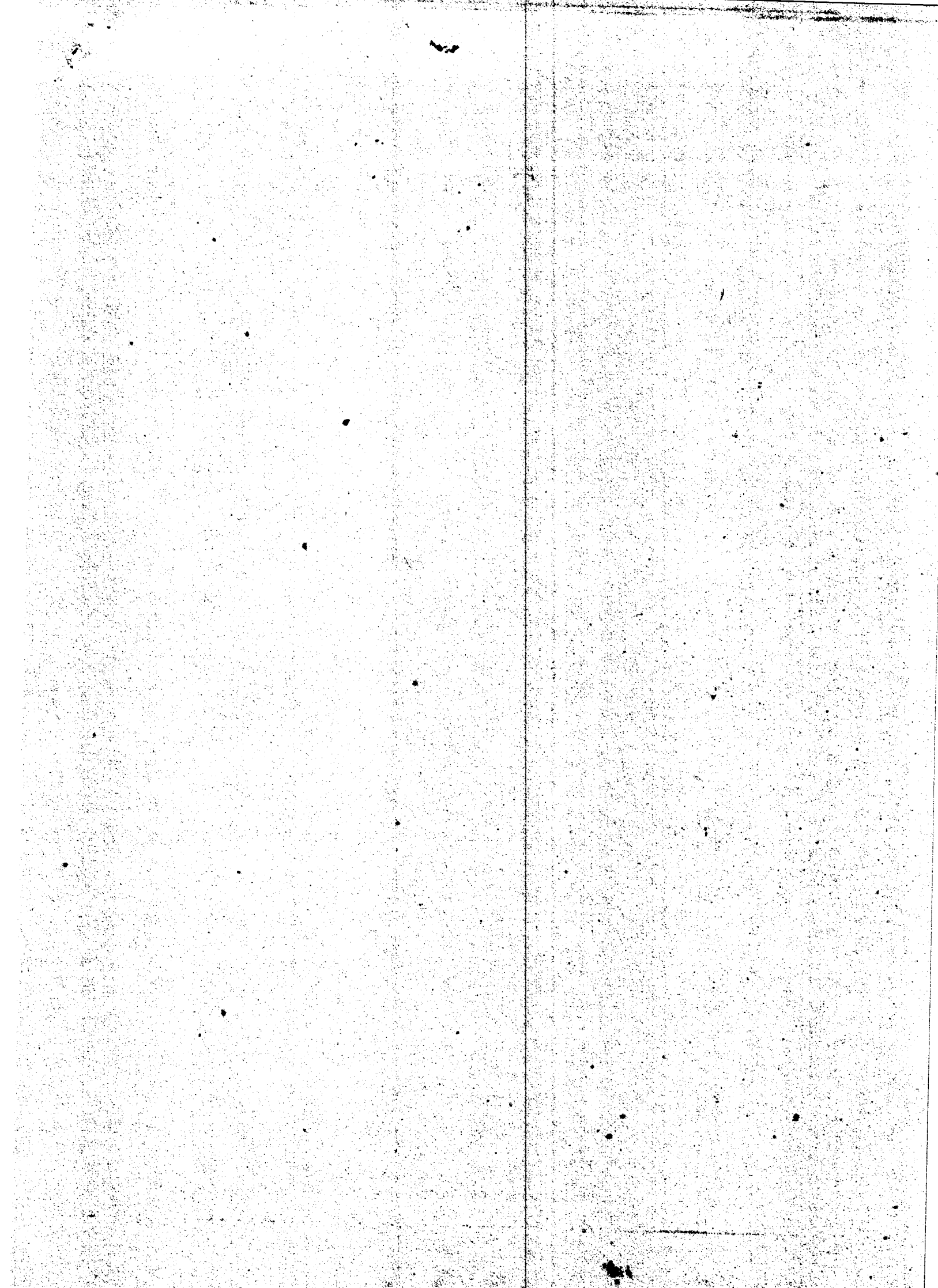
For and on behalf of the Board

For Vijayaraghavan & Associates

Sd/-  
T.N.T.RAAJASEKAR  
Managing Director  
Place: Chennai

Sd/-  
P.MAGESH  
Director

Sd/-  
Chartered Accountants  
P. B. Vijayraghavan  
Date: 12.07.2011



**PROXY FORM**

DP ID \_\_\_\_\_

Client ID \_\_\_\_\_

Registered Folio No.\* \_\_\_\_\_

No. of Shares \_\_\_\_\_

I/We

Name(s) in Full	Father/ Husband's Name	Address as registered with the Company

being a member(s) of **Ananthi Constructions Limited** do hereby appoint \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ (or failing him \_\_\_\_\_ of \_\_\_\_\_ in the district of \_\_\_\_\_ as my / our proxy and to vote for me / us on my / our behalf at the .....<sup>th</sup> Annual General Meeting of the Company scheduled to be held Wednesday the 21<sup>st</sup> September 2011 at 10.00 AM at K.V.G.Thirumana Mandapam, 16A Medavakkam Main Road, Nanmangalam, Chennai-600117 and at any adjournment thereof

Signed by the said \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 2011

Affix  
Re.1  
Revenue  
Stamp

\* As applicable for investor holding shares in physical form

Note: The proxy form duly completed must be deposited so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

**Ananthi Constructions Limited**  
Registered Office: No.41/9, Medavakkam Main Road,  
Ganesh Nagar, Madipakkam, Chennai-600091

**ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP BEFORE YOU COME TO THE MEETING AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID \_\_\_\_\_

Client ID \_\_\_\_\_

Registered Folio No.\* \_\_\_\_\_

No. of Shares \_\_\_\_\_

Name(s) in Full	Father/ Husband's Name	Address as registered with the Company

I hereby record my presence at the .....<sup>th</sup> Annual General Meeting of the at K.V.G.Thirumana Mandapam, 16A Medavakkam Main Road, Nanmangalam, Chennai-600117 on Company Wednesday the 21<sup>st</sup> September 2011 at 10.00 AM

Member's / Proxy's Signature

\* as applicable for investor holding shares in physical form

## BOOK - POST

**If undelivered please return to:**

Ananthi Constructions Limited  
No.41/9, Medavakkam Main Road,  
Ganesh Nagar, Madipakkam,  
Chennai-600091  
Phone: 044- 22478333