

Ananthi Constructions Limited

41/9, Medawallkkam Main Road
Ganesh Nagar Madipakkam
Chennai - 600 091.



25th ANNUAL GENERAL MEETING

28th JULY 2017



Name of the company: Ananthi Constructions limited (CIN: L45201TN1992PLC023831)
Registered Office: 41/9, Medavakkam main Road, Ganesh Nagar Madipakkam
at Chennai-600 091 Web : www.ananthis.com

Board of Directors:

1. *Thangaraj Raajasekar, Managing Director*
2. *Radhakrishna Parakat Mahesh , Director*
3. *Pookat Prajeesh , Director*
4. *Dhanroop Betala ,Director*
5. *Ananthi Raajasekar , Director*
6. *Kaliraja , Director*

Audit Committee:

1. *P.Magesh (Independent Director)*
(Chairperson of the committee)
2. *P.Prajeesh (Independent Director)*
3. *Kaliraja (Independent Director)*

Nomination & Remuneration Committee

1. *P.Magesh (Independent Director)*
(Chairperson of the committee)
2. *P.Prajeesh (Independent Director)*
3. *Kaliraja (Independent Director)*

Stakeholder Relationship Committee:

1. *P.Magesh (Independent Director)*
(Chairperson of the committee)
2. *P.Prajeesh (Independent Director)*
3. *Kaliraja (Independent Director)*

Statutory Auditors: M/s Vijayaraghavan & Associates, Chartered Accountants,
31 Giri Street Chennai -17

Share Transfer Agents: Cameo Corporate Services Subramaniam Building
1 Club house road Anna Salai Chennai 600 002 phone 044 2846 0390
Email: investor@cameoindia.com, www.cameoindia.com

Date of AGM: 28th July 2017 11 Am

NOTICE

Notice is hereby given that the Twenty Fifth Annual General Meeting of M/S. Ananthi Constructions Limited will be held on Friday the 28th July 2017 at 11.00 AM at the Kadambur Sri Mahall situated At Rajendra Towers 41/9, Ganesh Nagar Medavakkam Main Road, Madipakkam at Chennai-600091 to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS:

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2017 and the Profit & Loss Statement and the Cash Flow Statement for the year ended on that date together with Directors' Report and Auditor's Report thereon.

2. APPOINTMENT OF DIRECTOR

To reappoint Mr. THANGARAJ RAAJASEKAR (DIN: 01671407), who retires by rotation and being eligible offers herself for re-appointment.

RESOLVED THAT pursuant to section 152 of the Companies Act, 2013 and Rules relevant thereto approval be and is hereby accorded for the reappointment of Mr. THANGARAJ RAAJASEKAR (DIN: 01671407) as the Managing Director of the company.

3. RATIFICATION OF APPOINTMENT OF AUDITORS:

To ratify the appointment of auditors for the financial year 2017-18 and to fix their remuneration and in this connection to consider and if though fir, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

RESOLVED THAT pursuant to provisions of Section 139, 141, 142, 143(B) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, the tenure of M/S. Vijayaraghavan & Associates (FR NO. 005699S), Chartered Accountants, Chennai, be and hereby ratified for the financial year 2017-18 at such terms and remuneration as may be agreed between the company and the auditors including reimbursement of out of pocket expenses incurred by them in connection to the Company's audit for the financial year 2017-18.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration payable to M/S. Vijayaraghavan & Associates (FR NO. 005699S), Chartered Accountants, Chennai, for the financial year 2017-18, subject to recommendation of the members of Audit Committee".

SPECIAL BUSINESS

1. APPOINTMENT & REMOVAL OF DIRECTORS

a) To appoint following Directors in the place directors resigning named against each.

Sl No	Directors Resigning from the Board w.e.f. forthcoming AGM	Directors proposed in place of those resigning
1	Radhakrishna Parakat Mahesh	A. Shivakumar
2	Pookat Prajeesh	N.R.Vijayaraghavan
3	Kaliraja	Subbaraj Alagarsamy

RESOLVED THAT pursuant to Section 149(4) and 152 of the Companies Act,2013 read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules,2014 approval be and is hereby accorded for the appointment of A.Shivakumar as Independent director of the company.

RESOLVED THAT pursuant to Section 149(4) and 152 of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 approval be and is hereby accorded for the appointment of N.R.Vijayaraghavan as Independent director of the company

RESOLVED THAT pursuant to Section 149(4) and 152 of the Companies Act, 2013 read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014 approval be and is hereby accorded for the appointment of Subbaraj Alagarsamy as Independent director of the company

b) To remove Mr. DHANROOP BETALA (DIN: 02217550) consequent to disqualification for non attendance of four consecutive meetings of the board.

RESOLVED THAT pursuant to section 167(1)(b) and other applicable provisions of the Companies Act,2013 and Rules relevant thereto approval be and is hereby accorded to remove Mr. DHANROOP BETALA (DIN: 02217550) from the board of directors of the company consequent to the disqualification of the director under the provisions of the Companies Act, 2013 cited.

I. SPECIAL RESOLUTION

To Amend Memorandum of Association of the Company and in this connection to consider and if thought fit, to pass, with or without modification(s), the following resolutions.

CHANGE IN NAME OF THE COMPANY

“RESOLVED THAT Pursuant to Section 13(1) of the Companies Act 2013 and rules there to approval be and is here by accorded to change the name of the company from the existing,

**“ANANTHI CONSTRUCTIONS LIMITED” to
“RAJENDRA CATERERS AND CONFECTIONERS LIMITED”**

AMENDMENT TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

CLAUSE I- NAME OF THE COMPANY

“RESOLVED THAT approval be and is her by accorded to alter Clause I of the Memorandum of Association of the Company from the existing,

**“ANANTHI CONSTRUCTIONS LIMITED” to
“RAJENDRA CATERERS AND CONFECTIONERS LIMITED”**

CLAUSE III- OBJECTS CLAUSE

“RESOLVED FURTHER THAT Pursuant to Section 13(1) of the Companies Act 2013 approval be and is here by accorded to substitute the existing Clause III Sub clauses (A), (B), (C) viz.,

(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY

(B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III ARE, with the following object clause.

AMENDED MEMORANDUM OF ASSOCIATION

III (A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY

1. To provide catering services both indoor and outdoor, conduct, provide the services of wedding planner, host organize parties, banquets, functions, events, shows, exhibitions, dramas, press conference and alike and arrange for food, beverage, tenting, decoration and other similar requirements pertaining to the above.
2. To develop, administer, own and run projects or enterprise or programmes for caterers, restaurants, bakers, confectioners, sweets and savories, other food and beverage service providers.
3. To carry on the business of process, produce. Mix, pack, preserve, freeze, extract, refine, manufacture, import, export, buy, sell, trade and deal in bakery products and confectionery items such as breads, biscuits, sweets, cakes, pastries, cookies, health and diet foods / drinks, extruded foods, confectionery items, sweets, cereals products and any other food products in and outside India.
4. To carry in India or elsewhere the business to process, , prepare, disinfect, compound, mix, clean wash, concentrate, crush, grind, segregate, pack, repack, add, remove, heat, grade, preserve, freeze, distillate, boil, sterilize, improve, extract refine, buy, sell, resale, import, export, barter, transport, store, forward, distribute, dispose, develop, handle, manipulate, collaborate, stockists, liasioner, middleman, export house, job worker or otherwise to deal in all types, descriptions, tastes, uses and packs of liquids, aerated, artificial and mineral waters, soft drinks, carbonated drinks, beverages, fruit juices, jams, jelly, squashes, pickles, sausages, concentrates, extracts, essences, flavours, cake and bread improvers, syrups, cream, cheese, butter, chocolates, toffees, fun foods, breakfast foods, instant foods, protein foods, cereal products, table delicacies etc. whether natural, artificial or synthetic.
5. To Carry on the business of manufacturers, producers, processors, buyers, sellers, distributors, commission agents and dealers in milk, cream, butter, ghee, cheese, condensed milk, milk powder, skimmed milk powder, ice creams, milk foods, baby foods, instant foods and milk products and milk preparation of all kinds.
6. To carry on the business of contract forming for procurement of all agricultural products for self consumption and to supply, sell both whole sale and retail and to export agricultural produce procured through contract farming.
7. To import, export and transportation of all kinds & types of food products using all modes of logistics including land moving vehicles and Aircrafts owned, leased or through contract.
8. To buy, lease, sell or otherwise dispose off land for the purpose of carrying out cultivation of all agricultural products including vegetables, fruits and other farm product.

III (B) MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III ARE:

- i. To enter into contracts, agreements and arrangements with any other Company, Firm or person in India or abroad on behalf of the Company for the objects for which the company is formed.
- ii. To employ experts to investigate and examine into the conditions, prospects, value, character and circumstances of any business concerns or undertakings or of any assets, properties, rights in connection with the business of the Company.
- iii. To establish and maintain Branch Offices and local registers and to procure recognition of the Company and to carry on business in any part of the world as are possessed by local Companies or partnerships or as may be thought desirable.
- iv. To amalgamate, enter into partnership or partially amalgamate with or acquire interests in the business of any other Company, person or Firm carrying on or engaged in, or about to carry on or engage in any business or transaction included in the objects of the Company, or enter into arrangement for sharing profits or for co-operation of for mutual assistance with any such person, Firm or Company to acquire the business of the Company or connected therewith any of the Company's property and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture-stock or securities so received.
- v. To acquire and undertake whole or any part of the business, property and liabilities of any person, firm or Company carrying on or proposing to carry on any business which the Company is authorized to carry on or possess property suitable for the purposes of the Company.
- vi. To nominate directors or managers of any Subsidiary Company of any other Company in which this Company is or may be interested.
- vii. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, circulars, by purchase and exhibition of works of art or interest by publication of books and periodicals and by granting prizes, rewards and donations.
- viii. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to promotion, formation and registration of the Company.
- ix. To pay all preliminary expenses of any Company promoted by the Company or any Company, in which the Company is or may contemplate being interested, including in such preliminary expenses all or any part of the costs and expenses of owner of any business property acquired by any such Company.
- x. To pay for any rights or property acquired by the Company and to remunerate any person or Company for services rendered or to be rendered in placing of or in assisting to place of guaranteeing the placing of Shares in the Company's capital or debentures, debenture stock, or other securities of the Company in or about the formation or promotion of the Company, or the acquisition of property by the Company or the conduct of its business or otherwise for any purpose of the Company, whether by cash payment or by allotment of shares, debentures or other securities of the Company, credited as paid up in full or part or otherwise.
- xi. To open any kind of account in a Bank, and to make, draw, accept, endorse, discount, execute and issue bills of exchange, promissory notes, warrants, debentures and other negotiable instruments or transferable instruments or securities.

xii. To carry out in any part of the world all or any of the Company's objects as principal, agent, contractor, or otherwise, and by or through agents or otherwise, and either alone or on conjunction with any person, firm, association, corporate body, municipality, province, state, body politic or government or colony or dependency thereof.

xiii. To undertake and execute any trusts, the undertakings of which may seem to the Company desirable and either gratuitous or otherwise.

xiv. To subscribe, acquire, take up, and hold shares, stocks, debentures, debenture stocks, bonds, obligations and other securities issued or guaranteed by any Company and to invest or guaranteed by any Government, Sovereign Ruler, Commissioner, public body or authority supreme, municipal, local or otherwise, whether in India or in any foreign country.

xv. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India, and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries, and for this purpose to have and to maintain and to discontinue, such number of offices or agencies therein as may be convenient."

2. ORDINARY RESOLUTION

"RESOLVED THAT pursuant to section 13(1) of the Companies Act read with Rule 29(2) of the Companies (Incorporation) Rules 2014 Mr. THANGARAJ RAJASEKAR is authorised to file the relevant form INC-24., approval for change of name by the registrar of Companies and the Central Government along with requisite document and attachments."

"RESOLVES FURTHER THAT Pursuant to section 13(2) and Section 13(6) of the Companies Act 2013 Mr. THANGARAJ RAJASEKAR authorised file Form MGT – 14 filling of special resolutions and form INC-28, filling of approval of change of name by the Central Government, with the Registrar of Companies, Chennai."

By the Order of the Board
For Ananthi Constructions Limited
Sd/
Thangaraj Raajasekar/ Managing Director
DIN: 01671407

EXPLANATORY STATEMENT

(Pursuant to section 102 of the companies Act, 2013)

1. APPOINTMENT OF DIRECTORS

In conformity with the provisions of section 102 of the companies Act 2013, the following explanatory statement sets out material facts relating to the special Business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

The directors Radhakrishna Parakat Mahesh, Pookat Prajeesh, Kaliraja are resigning from the board with effect from forthcoming AGM as Directors and in replacement of the resigning directors the Company has received nomination for the following Directors.

1. Mr. A.Sivakumar
2. N.R. Vijayaraghavan
3. Subbaraj Alagarsamy

The appointment has to be approved by the members in the forthcoming AGM of the Company.

None of the Existing Directors are interested in this Resolution.

2. REMOVAL OF DIRECTOR

Mr. Dhanroop Betala, Director has not attended any of the board meeting of the Company held during 2016-17. Due notices were sent for each of the meetings. The Director has not acknowledged any of the notices and has not sought leave of absence. This render him disqualified from continuing as director of the Company under section 167(1) (b) of the Companies Act, 2013. Mr. Dhanroop Betala has been served notice for his disqualification and was asked to explain his absence. He was also informed that in the absences of further response the director will be removed from the board of directors of the Company in the forthcoming AGM. Since no reply was forthcoming it is proposed to remove Mr. Dhanroop Betala from the board of directors of the Company. The resolution in this record has to be approved by the members in the forthcoming AGM.

None of the Directors are interested in this resolution.

3. CHANGE IN NAME OF THE COMPANY AND ALTERATION TO MEMORANDUM OF ASSOCIATION

The company presently is not undertaking any of the stated objects as contained in the Memorandum of Associates of the company. The company would like to discontinue the existing business of construction and related activities. Further there is a proposal from some of the business associates of the promoters to undertake services relating to catering, hospitality and event management activities, There is a flourishing business in the relevant activity being run by the business associates of the promoters it is proposed to carry out the said business in the name of the company.

Considering that M/S, Ananthi Construction Limited is no longer engaged in construction business and it is desired to change the business in favor of catering, hospitality and event management activities it is proposed to change the name of the company as "RAJENDRA CATERERS" AND "CONFECTIONERS LIMITED" to reflect the proposed objects and also amend the main objects in line with the new proposed business activities.

The proposal involves amendment to the memorandum of association of the company and requires approval of members in the general meeting of the company by passing special resolutions and placed at the forthcoming Annual General Meeting of the company scheduled on 28.07.2017 as special business to consider the above proposal and obtain approval from the members of the company.

None of the Directors are interested in the resolution.

The Resolution as set out in the Notice convening the Meeting are to be considered and members are requested to approve the Resolutions proposed as ordinary and Special Resolution respectively.

Place: Chennai

Date: 23.05.2017

For Ananthi Constructions Limited

Sd/

T.N.T Raajasekar
MANAGING DIRECTOR

Ananthi Constructions Limited

Registered Office:

Rajendra Towers, No.41/9, Medavakkam Main Road, Ganesh Nagar, Madipakkam, Chennai-600091

CIN: L45201TN1992PLC023831

Phone: 044-22478333. E-mail: acinfo10@gmail.com

www.ananthis.com

1. A member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote on a poll to vote instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy shall be deposited at the registered office of the company not later than 48(forty eight) hours before the time fixed for holding the meeting; in default, the instrument of proxy shall be treated as invalid.
2. A person shall not act as a proxy on behalf of Members exceeding fifty in number and holding in the aggregate more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Register of Members and Share Transfer Registers will remain closed from 21st July 2017 to 28th July 2017 (both days inclusive) in connection with the Annual General Meeting.
4. Members/ Proxies should bring the attendance slip duly filled in and signed and has to be handed over the same at the entrance hall for attending the meeting. Members are requested to indicate their Folio no/ DP ID and Client ID numbers in the attendance slip.
5. As per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, information regarding appointment/re-appointment of Directors and Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business to be transacted are annexed hereto.
6. Members are requested to furnish the details of their nomination (if not already sent) in the prescribed form to M/s. Cameo Corporate Services Limited, Chennai, the Registrars and Share Transfer Agent (RTA) of the company. The prescribed form can be obtained from the Company's Registrar and Share Transfer Agent.
7. Since securities of the Company are traded compulsorily in dematerialized form as per SEBI mandate, members holding shares in physical form are requested to get their shares dematerialized at the earliest.
8. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Managing Director of the Company at least even days in advance of the meeting so that the information requested can be made readily available at the meeting.
9. In terms of the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, communicated vide General Circular No. 17/2011 dated 21-04-2011 read with General Circular No. 18/2011 dated 29-04-2011, the Annual Reports, notice of meetings and other statutory documents required to be furnished by the Company to the Members can be sent in electronic mode. For this purpose, the Members are requested to register their email addresses with the RTA for receiving the aforesaid information in electronic mode.

10. Voting through Electronic Means:

I. In compliance with the provisions of Section 108 of the Companies Act 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (A) The voting period begins on 25th July, 2017 (9:00 am) and ends on 27th July, 2017 (6:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st July, 2017 (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
(ii) Click on "Shareholders" tab.
(iii) Select "ANANTHI CONSTRUCTIONS LIMITED" from the drop down menu and click on "SUBMIT"
(iv) Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the company.
 - Next enter the Image Verification as displayed and click on Login.

(v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and vote on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below:

(vi) Fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of your name and the sequence number in the PAN field. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.(Sl.No. mentioned in your address label can be used as Sequence No. for this purpose).

please enter any one of the details in order to login. In case both the details are not recorded with the depository and company, please enter the Member id/folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(x) Click on ANANTHI CONSTRUCTIONS LIMITED.

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password, then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on 25th July 2017 (9:00 am) and ends on 27th July 2017 (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 21st July 2017 (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to: helpdesk.evoting@cdslindia.com.
- (D) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **21st July, 2017** (record date).
- (E) **Mr.S.Dhandapani, Practising Company Secretary (CP No. 11492) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.**
- (F) The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (G) The Results shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the date of AGM of the Company subject to the receipt of requisite number of votes in favour of the resolution. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website 'www.ananthis.com' and on the website of CDSL within two days of passing of the resolutions of the AGM of the Company and communicated to the Stock Exchange.

DIRECTORS' REPORT**To the Members,**

The Directors have pleasure in presenting their 25th Annual Report and Audited Statement of Accounts of the Company for the year ended 31st March, 2017.

PERFORMANCE AT A GLANCE:

	(In Rs.)		-Particulars
	Year ended 31.03.2017	Year ended 31.03.2016	
Gross Income			
Income From Operations	--	--	
Other Income	14,412	--	
Profit/ (Loss) Before Depreciation, Tax & Financial Expenses	-3, 51,649	-735,602	
Financial Expenses	--	--	
Depreciation	2, 11,231	2, 11,231	
Profit/(Loss) Before Tax	-5,62,880	-9,46,833	
Less: Exceptional Items			
Tax expenses:			
a. Current Tax	--	--	
b. Fringe Benefit Tax	--	--	
c. Deferred Tax Liability	--	--	
d. Income-Tax for earlier year	--	--	
Profit/(Loss) for the year carried to Balance Sheet	-5,62,880	-9,46,833	

DIVIDEND

No Dividend has been recommended by the Board in view of losses suffered by the Company in FY 2016-17.

TRANSFER TO RESERVES:

As the company has suffered loss, there are no transfers made to Reserves & Surplus during the year under review.

BUSINESS OPERATIONS:

The Company has not generated any operational income during the year under review (previous year-NIL). The depreciation for the year under review amounted to Rs.2, 11,231 same as that of the corresponding period of the previous year. The Company has registered a Loss of Rs. 5, 62,880 during the year under review as against the Loss of Rs. 9, 46,833 during the previous year.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed review of operations, performance and future outlook of the Company is contained in the "MANAGEMENT DISCUSSION AND ANALYSIS REPORT" that forms an integral part of this report. (Annexure -I)

MATERIAL CHANGES & COMMITMENTS:

There is no change in the nature of business of the company during the year. There are no material changes and commitments in the business operations of the company since the close of the financial year on 31st March 2017 to the date of this report.

EXTRACT OF ANNUAL RETURN:

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 is given in (Annexure-II)

REAPPOINTMENT OF DIRECTOR:

THANGARAJ RAAJASEKAR (DIN: 01671407), Director is retiring by rotation at this Annual General Meeting and being eligible offer herself for re-appointment.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary declaration from each Independent Director of the Company under Section 149 (7) of Companies Act, 2013 that the Independent Directors of the company meet with the criteria of their Independence laid down in Section 149 (6).

COMPOSITION OF COMMITTEES OF BOARD:

Currently the board has three committees: Audit Committee, Nomination & Remuneration Committee & Stakeholders Relationship Committee.

The Composition & Activities are as follows:

Name of the Committee	Composition of the Committee/ No of times the committee met	Highlights of duties, responsibilities & Activities
Audit Committee	<p>P. Magesh (Independent Director) (Chairperson of the Committee)</p> <p>P.Prajeesh(Independent Director) Kaliraja(Independent Director)</p> <p>The Committee met 4 times on</p> <p>30th May 2016, 31st July 2016 27th October 2016 14th February 2017</p>	<p>⇒ The Audit Committee was mandated with the same Terms of Reference specified in Regulation 18 of SEBI (LODR) Regulations, 2015.</p> <p>⇒ The current Terms of Reference fully conform to the requirements of the Companies Act.</p> <p>⇒ The Audit committee is responsible for overseeing the Company's financial reporting process, reviewing the quarterly/half-yearly/annual financial statements, reviewing with the management the financial statements and adequacy of internal audit function, recommending the appointment/re-appointment of statutory auditors and fixation of audit fees, reviewing the significant internal audit findings/related party transactions, reviewing the Management Discussion and Analysis of financial condition and result of operations and also statutory compliance issues.</p> <p>⇒ The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company.</p>
Nomination & Remuneration Committee	<p>P. Magesh (Independent Director) (Chairperson of the Committee)</p> <p>P.Prajeesh(Independent Director) Kaliraja(Independent Director)</p> <p>The Committee met 1 time on</p> <p>30th May 2016,</p>	<p>⇒ To fix salary allowances and other perks to senior level personnel as and when appointed by the Company.</p> <p>REMUNERATION POLICY: The Remuneration Policy of the Company for the managerial personnel is based on the performance potential and performance of the individual/personnel.</p> <p>The Company by virtue of its share capital and net worth is exempt from the provisions of SEBI(LODR) Regulations, 2015 with respect to Nomination & Remuneration Committee covered under regulation 19 of the same.</p>

Stakeholders Committee	Relationship	P. Magesh (Independent Director) (Chairperson of the Committee) P.Prajeesh(Independent Director) Kaliraja(Independent Director) The Committee met 1 time on : 27th October 2016	⇨ The Company has attended to the investors' complaints and redressed them within 15 days from the date of their receipt during the year 2015-2016.
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POLICIES OF THE BOARD:

WHISTLE BLOWER POLICY:

As per Section 177 (9) of the Act read with relevant Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations ,2015, the Company has established a vigil mechanism overseen by the Audit Committee. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. No complaint under this facility was received in FY 2016-17.

REMUNERATION POLICY:

The Remuneration Policy of the Company for the managerial personnel is based on the performance potential and performance of the individual/personnel.

RISK MANAGEMENT POLICY:

The Company has Business Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

AUDITORS

M/S. Vijayaraghavan and Associates (FR No.005699S), Chartered Accountants, Chennai have been appointed as the auditors of the Company for a term of 5 consecutive financial years ending on 31.03.2019, subject to ratification by the Members of the Company at every Annual General Meeting, for the purpose of audit of the Company's accounts.

The Independent Auditors Report was placed before the Board on 23rd May 2017. The Clarifications to the Observations in the Independent Auditors Report:

Auditor's observation:

There was no specific adverse observations made on the state of affairs of the company made by the statutory auditors of the company on the accounts of the financial year 2016-17.

SECRETARIAL AUDIT:

Pursuant to Section 204(1) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mr. S.Dhandapani, a Practicing Company Secretary (C.P.No.11492) to undertake the Secretarial Audit of the Company for Financial Year 2016-17.

The Secretarial Audit Report was placed before the Board on 23rd May 2017. The clarifications to the observations in the Secretarial Audit Report (Annexure –III) are given below:

PUBLIC DEPOSITS

The Company has not accepted deposits during the year and there are no public deposits fallen due for payment and claimed but not paid as on 31st March, 2017. The total amount of deposit outstanding as at 31st March, 2017 was Nil.

SIGNIFICANT & MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board. During the year, such controls were tested and no reportable material weaknesses in the operations were observed.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The company did not give any Loan or Guarantee or provided any security or make investment covered under Section 186 of the Companies Act, 2013 during the year.

CORPORATE SOCIAL RESPONSIBILITY:

The requirements of compliance of Corporate Social Responsibility are not applicable to our company.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTY:

Particulars of contracts or arrangements with Related Parties referred in Section 188(1) of the Companies Act, 2013 is furnished in accordance with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 - NIL

FORMAL ANNUAL EVALUATION:

The Board has carried out the annual performance evaluation of its own performance and the Directors individually after taking into consideration inputs received from the Directors, covering various aspects on the Boards' functioning such as adequacy of the composition of the Board and its Committees, performance of specific duties, obligations and governance.

The Directors expressed their satisfaction with the overall evaluation process.

RATIO OF REMUNERATION TO EACH DIRECTOR:

The Remuneration paid to all the Directors and Key Managerial Personnel is NIL.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars required to be disclosed under Section 134(3) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are annexed hereto and the same forms part of this Report. (Annexure –IV)

REPORT ON CORPORATE GOVERNANCE

By virtue of Regulation 15(2) Chapter IV of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 effective from 01st December, 2015 the compliance with corporate governance regulations shall be applicable to all companies whose equity shares are listed on recognized stock exchange. However, compliance with SEBI Regulations' with respect to corporate governance is not mandatory in respect of the Companies having paid up Equity Share Capital not exceeding Rs.10 crores and Net worth not exceeding Rs. 25 crores as on the last day of the previous financial year hence Corporate Governance report is not attached with this report.

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) In the preparation of the annual accounts, the applicable accounting standards have been followed and that there is no material deviation there from:
- (b) Reasonable and prudent accounting policies have been applied in the preparation of the financial statements, that they have been consistently applied and that reasonable prudent judgment and estimates have been made in respect of items not concluded by the year end, so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2015 and of the Profit for the year ended on that date.
- (c) Proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- (d) The financial statements have been prepared on a going concern basis.
- (e) The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating efficiently.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating efficiently.

LISTING FEES:

The Company confirms that it has not paid the annual listing fees for the financial year 2014-15, 2015-16 & 2016-17 to BSE where shares of the company are listed.

ACKNOWLEDGEMENTS

Your Company is grateful for the co-operation and assistance extended by various Departments of Government of Tamilnadu and Government of India. The Board also wishes to place on record its appreciation of the dedicated services of our Consultants, employees and other members of the Company. The Board also places on record its sincere appreciation to the Shareholders for reposing faith in the management of the Company.

Place: Chennai

Date: 23.05.2017

For Ananthi Constructions Limited

Sd/

T.N.T Raajasekar
MANAGING DIRECTOR

ANNEXURES TO DIRECTORS' REPORT

ANNEXURE-I

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 2016-17 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.

Over view of the Business of the Company:

In view general down turn in real estate sector and competitive pressure the company is not doing real estate business for quite a long time. One of the promoters of the company is doing catering and event management business and found the business to be more promising and has enormous potential. The promoter has advised the company to change the business from the existing real estate to catering and food industry. Since the management of the company is also looking for diverting its activities and move in to more promising areas like catering and food industry it has taken up the proposal for change in the business model of the company. The company has initiated the process during the 24th AGM and has proposed for change in business by amending the Memorandum of Association for change in name and Object clause of the company to take up the business of catering and food industry. The same was unanimously approved by the shareholders. However the same could not be carried through due to certain filing issues with ROC. The proposal is now put up for approval at the forthcoming Annual General Meeting of the company for the financial year 2016-17.

Opportunities:

The directors are of the opinion that the new business model has got enormous potential particularly in a rapidly urbanizing state like Tamilnadu and other southern states.

Threats:

- Change in Government policy regarding food processing and statutory control may affect the industry.
- The increasing competition and price and margin pressure is a major concern for the Company in taking up the new proposal.
- New GST provisions are also cause of concern particularly when event management activities are considered luxury and may attract higher tax bracket.
- The changes may impact the retail sector as input costs can be equal to 50-60 percent of total cost in some cases.

Segmental Analysis:

Your company proposed to change the business duly amending the Memorandum from the existing activity of construction.

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.

ANNEXURE-II TO DIRECTORS' REPORT:**FORM MGT-9:****EXTRACT OF ANNUAL RETURN**as on the financial year ended on 31st March,2017

Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014

I.REGISTRATION & OTHER DETAILS:

1.	CIN	L45201TN1992PLC023831
2.	Registration Date	17/11/1992
3.	Name of the Company	ANANTHI CONSTRUCTIONS LIMITED
4.	Category/Sub-category of the Company	Company Limited by Shares / Indian Non -Government Company
5.	Address of the Registered office & contact details	41/9, Medavakkam Main Road, Madipakkam Chennai-91. Phone -044-22478333
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Cameo Corporate Services Ltd 'Subramanian Buildings', 5th Floor, No 1 Club House Road, Chennai- 600002 Ph: 04428460390 Fax: 044 28460129 Email: investor@cameoindia.com Web: www.cameoindia.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Housing constructions, Buying Developing and selling of houses and Flats.	99541129	100

III. PARTICULARS OF HOLDING, SUBIDIARY AND ASSOCIATE COMPANIES

NIL

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

i) Category wise shareholding:

S.no	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Promoters	17,85,800	41.7243	-	17,85,800	41.7243	-	-
2	Persons acting in concert	-	-	-	-	-	-	-
3	Mutual Funds	-	-	-	-	-	-	-
4	Resident Indians	24,27,900	56.7266	-	24,27,900	56.7266	-	-
5	Corporate Bodies	66,300	1.5491	-	66,300	1.5491	-	-
6	Non – Resident Indians	-	-	-	-	-	-	-
7	Clearing Members	-	-	-	-	-	-	-
	Grand Total	42,80,000	100.00	-	42,80,000	100.00	-	-

ii) SHAREHOLDING OF PROMOTERS:

S.no	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Thangaraj Rajasekar	6,65,000	15.54%	-	6,65,000	15.54%	-	-
2	Ananthi Raajasekar	7,37,300	17.23%	-	7,37,300	17.23%	-	-
3	T.Thenammal	1,17,000	2.73%	-	1,17,000	2.73%	-	-
4	P.Soorivasgam	10,000	0.23%	-	10,000	0.23%	-	-
5	Rajiyashree	1,00,000	2.33%	-	1,00,000	2.33%	-	-
6	Raajasekar Ghanesh	1,00,000	2.34%	-	100000	2.34%	-	-
7	J.Vasantha	25,000	0.58%	-	25,000	0.58%	-	-
8	S. Ganesh	26,500	0.61%	-	26,500	0.61%	-	-
9	R. Sethuraman	2,500	0.06%	-	2,500	0.06%	-	-
10	D Harinath	2,500	0.06%	-	2,500	0.06%	-	-
		17,85,800	41.72%	-	17,85,800	41.72%	-	-

iii) CHANGE IN PROMOTERS' SHAREHOLDING:

S.no	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of Total Shares of Company	No of Shares	% of Total Shares of Company
		No Change During The Year Under Review			

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (Other than Directors, Promoters & Holders of GDRs and ADRs)

S.NO	For each of top ten shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	RAVI GOENKA At the beginning of the Year 01-04-2016 At the End of the year 31-03-2017	15900 15900	0.3714 0.3714	15900 15900	0.3714 0.3714
2	BHARAT SHAH At the beginning of the Year 01-04-2016 At the End of the year 31-03-2017	13000 13000	0.3037 0.3037	13000 13000	0.3037 0.3037
3	KIRTIDA PARIKH At the beginning of the Year 01-04-2016 At the End of the year 31-03-2017	11100 11100	0.2593 0.2593	11100 11100	0.2593 0.2593
4	LEASMEN FIN-INVEST (INDIA) LTD At the beginning of the Year 01-04-2016 At the End of the year 31-03-2017	10500 10500	0.2453 0.2453	10500 10500	0.2453 0.2453
5	ENTERPRISE SECURITIES (P) LTD At the beginning of the Year 01-04-2016 At the End of the year 31-03-2017	9900 9900	0.2313 0.2313	9900 9900	0.2313 0.2313
6	STOCKS & SECURITIES INDIA PVT LTD				

	At the beginning of the Year 01-04-2016 At the End of the year 31-03-2017	9400 9400	0.2196 0.2196	9400 9400	0.2196 0.2196
7	SENTHIL KUMAR J At the beginning of the Year 01-04-2016 At the End of the year 31-03-2017	9400 9400	0.2196 0.2196	9400 9400	0.2196 0.2196
8	NARESH B SHAH At the beginning of the Year 01-04-2016 At the End of the year 31-03-2017	8100 8100	0.1892 0.1892	8100 8100	0.1892 0.1892
9	SANKARAN.V At the beginning of the Year 01-04-2016 At the End of the year 31-03-2017	8000 8000	0.1869 0.1869	8000 8000	0.1869 0.1869
10	ROSHAN H PARIKH At the beginning of the Year 01-04-2016 At the End of the year 31-03-2017	7900 7900	0.1845 0.1845	7900 7900	0.1845 0.1845

v) **SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

S.NO	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Thangaraj Rajasekar (Managing Director)				
	At the beginning of the year	6,65,000	15.54%	6,65,000	15.54%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	-	-	-
	At the end of the year	6,65,000	15.54%	6,65,000	15.54%

2	Ananthi Raajasekar (Director)				
	At the beginning of the year	7,37,300	17.23%	7,37,300	17.23%
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	-	--	-	-
	At the End of the Year	7,37,300	17.23%	7,37,300	17.23%

V. INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposit	Total Indebtedness
Indebtedness at the beginning of the financial year				
Principal Amount	-	79,00,000	-	79,00,000
Interest due but not paid	-	-	-	-
Interest accrued but not due	-	-	-	-
Total (i+ii+iii)		79,00,000	-	79,00,000
Change in Indebtedness during the financial year				
Addition	-	-	-	-
Reduction				
Net change		-	-	-
Indebtedness at the end of the financial year		79,00,000	-	79,00,000
Principal Amount	-	-	-	-
Interest due but not paid	-	-	-	-
Interest accrued but not due				
Total (I+II+III)		79,00,000	-	79,00,000

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

SI.NO	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
1.	Gross Salary		
	a) Salary as per provisions contained in section 17(1) of the Income tax Act 1961		
	b) Value of Perquisites u/s 17(2) Income Tax Act, 1961	-	-
	c) Profits in lieu of salary under section 17(3) Income Tax, 1961	-	-
2.	Stock option	-	-
3.	Sweat Equity	-	-
4.	Commission - As % of profit - Others, specify	-	-
5.	Others please specify	-	-
6.	Total (A)		
	Ceiling as per the Act	-	-

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of the director	Total Amount (Rs.)
1.	Independent Directors; Fee for attending Board/Committee Meetings Commission Others, please specify	-	-
	Total (1)	-	
2.	Other Non-executive Directors: Fee for attending Board/Committee Meetings Commission Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total managerial remuneration	-	-
	Overall ceiling as per the Act	-	-

C. Remuneration to Key Managerial personnel other than MD/Manager/WTD:

NIL

VII. Board Meetings & Attendance at Board meetings:

The Board of Directors met 5 times during this financial year and the dates are as follows:

30th May 2016,
31st July 2016
27th October 2016
14th February 2017

S.No	Date of Board Meeting	Board Strength	No. of directors Present
1	30.05.2016	6	4
2	31.07.2016	6	4
3	27.10.2016	6	4
4	14.02.2017	6	5

VIII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: if any:

NIL

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED **31.03.2017**

[Pursuant to section 204(1) of the Companies Act, 2013 and ruleNo.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

Ananthi Constructions Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Ananthi Constructions Limited (Hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31.03.2017, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and Returns filed and other records maintained by M/s. Ananthi Constructions Limited for the financial year ended on 31.03.2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 & 2015;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Other sector specific laws specifically applicable to the company

(a) Building and Other Construction Workers (Regulation of Employment and Conditions of Service) Act, 1996.

(b) Contract Labour (Regulation and Abolition) Act, 1970.

(vi) There are no other laws specifically applicable to the Company which were required to be examined by me for the purpose of this report.

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

i) Secretarial Standards issued by The Institute of Company Secretaries of India.

ii) The Listing Agreements entered into by the Company with National Stock Exchange Limited and BSE Limited.

During the period under review, the Company has generally complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations on non/less adherence in the compliance requirements on applicable provisions of related laws governing Spirits and Liquors and the rules made there under as stated in Annexure below.

I further report that, there were no actions/events in pursuance of :

a) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008:

b) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998,

c) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 requiring compliance thereof by the company during the financial year and the Secretarial Standards issued by The Institute of Company Secretaries of India were not applicable during the year.

I further report, that the compliance by the Company of applicable financial laws, like direct and indirect tax laws are subjected to review by statutory financial audit and other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the observations mentioned in (Annexure – A)

I further report that

The Board of Directors of the Company is duly constituted with Proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least Seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda Items before the meeting and for meaningful participation at the meeting.

As per the minutes of the meetings duly recorded and signed by the chairman, the decisions of the Board were unanimous and no dissenting views have been expressed.

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

I further report that during the audit period there are no specific events/actions having a major bearing on the Company's affairs.

Chennai-33

Date: 23.05.2017

S.Dhandapani
Practicing Company Secretary
Membership no: A20564
C.P. No. : 11492

SECRETARIAL AUDIT REPORT

Annexure – A: Observations

(1) COMPANIES ACT 2013:

- a) The Company is yet to appoint Internal Auditor as required under section 138 of the Companies Act 2013 read with rule 13of of the Companies (Accounts) Rules 2014.
- b) The requirement of appointment of Independent Directors under section 149(3) read with rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014 has been complied with. However the company is exempted from the requirement of having independent directors by virtue of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 effective from 01.01.2016.
- c) In terms of section 203(1)(ii)&(iii) of the Companies Act 2013, the Company being a listed Company, is required to have a whole-time Key managerial personnel in the category of , “Company Secretary” and “ Chief financial Officer” (CFO), but the Company is yet to appoint Company Secretary and Chief Financial officer.
- d) **Board and Committee meetings:**
The Company has not provided any evidences with respect to the following:
Newspaper cutting of notice of Closure of register of members, Notice calling Board and General Meetings and publication of financial results.
The proceedings of the Board Meetings have not been uploaded in the BSE Portal.

2. Listing Agreement:

- a) The Company has filed the share holding pattern as required under clause 35 of the Listing Agreement with BSE up to the quarter ended 31st March 2017.
- b) The company has to enter into a fresh listing agreement consequent to the notification of SEBI (Listing Obligations and Disclosure) Regulations 2015 under 109(2) of the said regulations. The Company is yet to comply with the requirement.

b) Regulation 14 and Schedule V (C)(9) of SEBI (LODR) Regulation, 2015:

The Company has not paid the Listing fee for the financial years 2014-15, 2015-16 and 2016-17.

c) Regulation 33 SEBI (LODR) Regulation, 2015:

The Company has submitted quarterly results for the financial year up to 31.12.2016. However the same is not accompanied with the Limited review report by the Auditors as required under regulation 33(3)(c)(ii) of the SEBI(LOD) Regulations, 2015.

D) Regulation 24 Schedule V(C) of SEBI (LODR) Regulations, 2015:

- (a) The Company has not appointed Company Secretary as the Compliance officer.
- (b) As far as requirement for submission of Corporate Governance Report by virtue of the paid up share capital of the company and its net worth the company is exempted from the requirement compliance with corporate governance report by virtue of Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 effective from 01.01.2016.
- f) Regulation 46 of SEBI (LODR) Regulations, 2015:
The Website maintained by the Company www.ananthi.com is yet to be updated.

The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made thereunder;

- a) The Company has not filed any documents with respect to rule 19(1) and 19(2)(b) of Securities Contract(Regulation) Act 1956.

Depositories Act 1996

- a) Reconciliation of share capital audit on quarterly basis with respect to Clause 55A of SEBI (Depositories and Participants) Regulations, 1996 has been done up to 31.03.2017. However the Company is yet to submit the same to the stock exchange.

ANNEXURE-IV**FORM-A**

Statement of Particulars of Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo pursuant to Sec.134(3) (m) read with Rule 8 of Companies (Accounts) Rules 2014).

A. Power and Fuel Consumption	As on 31.03.2017	As on 31.03.2016
01. Electricity		
(a) Purchased		
Units	826	728
Total Amount (Rs.)	8,260	7,280
Rate/unit (Rs.)	10	10
(b) Own Generation		
Through Diesel generators	N.A.	N.A.
Units	N.A.	N.A.
Unit per-liter of Diesel oil	N.A.	N.A.
Cost/Unit	N.A.	N.A.
02. Coal		
03. Furnace Oil		
Consumption per unit of Production	N.A.	N.A.

B. TECHNOLOGY ABSORPTION NIL NIL

FORM-B

(Form for disclosure of particulars with respect to Technology Absorption)

	As on 31.03.2017	As on 31.03.2016
Research and Development (R&D):	NIL	NIL
Expenditure on R&D:	NIL	NIL
Technology Absorption, Adoption and Innovation:	NIL	NIL

A. FOREIGN EXCHANGE EARNINGS AND OUTGO:

	As on 31.03.2017 (Rs.)	As on 31.03.2016 (Rs.)
a. Total Foreign Exchange earned	NIL	NIL
b. Foreign Exchange outgo	NIL	NIL

ON BEHALF OF THE BOARD

Place: Chennai
Date: 23.05.2016

Sd/
T.N.T Raajasekar
MANAGING DIRECTOR

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

I, Thangaraj 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 the 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: 23.05.2017

For Ananthi Constructions Limited
Sd/
T.N.T Raajasekar
MANAGING DIRECTOR

ANANTHI CONSTRUCTIONS LIMITED BALANCE SHEET AS AT 31.03.2017
CIN : L45201TN1992PLC023831

Particulars	Note No.	AS on 31.03.2017 Rs	As on 31.03.2016 Rs
I. EQUITY & LIABILITIES			
1 Shareholder's Funds			
(a) Share capital	1	4,28,00,000	4,28,00,000
(b) Reserves and surplus	2	-4,29,99,761	-4,24,36,881
2 Non-current liabilities			
(a) Long-term borrowings			
(b) Deferred tax liabilities (Net)	3	98,564	98,564
(c) Other Long term liabilities			
(d) Long-term provisions			
3 Current liabilities			
(a) Short-term borrowings	4	79,00,000	79,00,000
(b) Trade payables	5	1,02,39,053	94,89,744
(c) Other current liabilities	6	42,150	3,94,913
(d) Short-term provisions	7		
TOTAL		1,80,80,006	1,82,46,340
II. ASSETS			
1 Non-current assets			
<u>(a) Fixed assets</u>			
(i) Tangible assets	8	30,80,545	32,91,776
(ii) Intangible assets			
(b) Non-current investments			
(c) Deferred tax assets (net)	9	14,412	0
(d) Long-term loans and advances			
(e) Other non-current assets			
2 Current assets			
(a) Inventories	10	55,00,000	55,00,000
(b) Trade receivables			
(c) Cash and cash equivalents	11	35,291	4,806
(d) Short-term loans and advances	12	93,48,024	93,48,024
(e) Other current assets	13	1,01,734	1,01,734
TOTAL		1,80,80,006	1,82,46,340

As per our report of even date
For VIJAYARAGHAVAN & ASSOCIATES

Chartered Accountants
Sd/
P.B.Vijayaraghavan
Partner
Membership No: 015103
Registration No: 005699S
Place: Chennai
Date: 23.05.17

For and on behalf of the Board
ANANTHI CONSTRUCTIONS LTD.,
Sd/ Sd/
T.N.T. Raajasekar P.Mahesh
Managing Director Director
DIN: 01671407 DIN: 01844538

ANANTHI CONSTRUCTIONS LIMITED PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2017
CIN : L45201TN1992PLC023831

		Note No.	Rs. 31.03.2017	Rs. 31.03.2016
I.	Revenue from operations	14	0	0
II.	Other Income		0	
	Deffered Tax (Asset)		14,412	
III.	Total Revenue (I + II)		14,412	
IV.	Expenses:			
	Cost of materials consumed		0	
	Purchase of Traded Goods		0	
	Changes in inventories of Finished Goods, Work-in-progress and Traded Goods		0	
	Employee benefits expense	15	1,52,300	1,50,000
	Other expenses	16	2,13,761	5,85,602
	Total (IV)		3,66,061	7,35,602
V	Profit before Interest, Depreciation, Ammortozation, Exceptional, Extraordinary Items and Tax		-3,51,649	-7,35,602
VI	Depreciation and Ammortization Expenses		2,11,231	2,11,231
VII	Finance Cost		0	
VIII	Profit before exceptional and extraordinary items and tax (V-VI-VII)		-5,62,880	-9,46,833
IX	Exceptional items and Extraordinary Items		0	0
X	Profit before tax (VIII - IX)		-5,62,880	-9,46,833
XI	Tax expense:			
	a) Current Tax			
	b) Deferred Tax			
XI	Profit (Loss) for the period		-5,62,880	-9,46,833

As per our report of even date
For VIJAYARAGHAVAN & ASSOCIATES

Chartered Accountants
Sd/
P.B.Vijayaraghavan
Partner
Membership No: 015103
Registration No: 005699S
Place: Chennai
Date: 23.05.17

For and on behalf of the Board
ANANTHI CONSTRUCTIONS LTD.,
Sd/ Sd/
T.N.T. Raajasekar P.Mahesh
Managing Director Director
DIN: 01671407 DIN: 01844538

Notes forming Part of Financial Statement		
	As at 31-03-2017	As at 31-03-2016
Note - 1		
<u>Share Capital</u>		
a) Authorised Capital		
50,00,000 number of Equity Shares of Rs.10/- each	5,00,00,000	5,00,00,000
b) Issued, Subscribed and Paid up Capital		
42,80,000 Equity Shares of Rs.10/- each	4,28,00,000	4,28,00,000
c) Par Value Per Share	10.00	10.00
d) Number of Equity Shares at the beginning of the year	42,80,000	42,80,000
Add: Issued during the year	-	-
Number of Equity Shares at the end of the year	42,80,000	42,80,000
<u>Number of Shares - Name -% of shares</u>		
T.N.T.Raajasekar	15.54	665000
R.Ananthi	17.23	737300
Note - 2		
Reserves & Surplus		
a) Profit & Loss Account		
Opening Balance	(4,24,36,881)	(4,14,90,048)
Add: Current year Surplus	(5,62,880)	(9,46,833)
	(4,29,99,761)	(4,24,36,881)
Less: Prior year Expenses		-
	(4,29,99,761)	(4,24,36,881)
Note - 3		
<u>Deferred Taxation</u>		
Opening Balance	98,564	98,564
Add: Provision during the year	-	-
	98,564	98,564
Note - 4		
<u>Short Term Borrowings</u>		
Advance for Property	79,00,000	79,00,000
	79,00,000	79,00,000
Note - 5		

<u>Trade Payables</u>		
Sundry Creditors		
- Trade Payable	1,02,39,053	80,00,000
- BSE LTD	-	3,43,813
- Professional Fees Payable	-	9,400
- Expenses Payable	-	48,030
Income Tax Payable (Old)	-	9,66,143
FBT Payable (Old)	-	5,922
Advances Received from Customers	-	1,16,436
	1,02,39,053	94,89,744
<u>Note - 6</u>		
<u>Other current liabilities</u>		
Ananthi Raajasekar	-	60,404
T.N.T. Raajasekar - Director	-	3,16,509
Audit Fees Payable	24,150	
Rental Advance Received	18,000	18,000
	42,150	3,94,913
<u>Note - 7</u>		
<u>Short term provisions</u>		
Provision for Taxation		
Provision for FBT		
	-	-
<u>Note 9</u>		
Deffered Tax Asset	14,412	-
	14,412	-
<u>Note - 10</u>		
.		
Work in Progress including Land cost - Valued at Cost or Net Realisable Value Whichever is less		
Land	27,00,000	27,00,000
Stock of Materials - Flat	28,00,000	28,00,000
	55,00,000	55,00,000
<u>Note - 11</u>		
<u>A) Cash & Cash Equivalents Bank Balances</u>		
i) Cash in Hand	35,291	4,806
ii) Balance with Banks	-	
	35,291	4,806

Note - 12		
Short Term Loans & Advances		
Others - Unsecured considered Good	93,48,024	93,48,024
	93,48,024	93,48,024
Note - 13		
Other Current Assets		
Advances Recoverable in Cash or kind or Value to be received	-	
Other Advances	71,734	71,734
Rental Deposit	30,000	30,000
	1,01,734	1,01,734
Note - 14		
Revenue from Operation		-
Other Income		-
	-	-
Note - 15		
Employee benefit Expenses		
Salary & Staff Welfare	1,52,300	1,50,000
-	1,52,300	1,50,000
-		
Note - 16		
Selling, Administrative & Other Expenses		
Duties and Taxes	-	-
Bank Charges	104	-
CDSL Charges	-	-
Electricity	16,166	9,600
General Meeting Expenses		10,509
Listing Fees		3,43,813
Share Transfer		73,637
Loss on Dealing in Properties		-
Office Expenses	27,610	-
Other Expenses Related to Dealing in Property		(53,553)
Audit Fees	24,150	20,000
Postage & Telegram	64,819	1,025
Printing & Stationery	4,439	1,01,417
Rent Paid	-	30,000
RTA Expenses		-
Sundry Expenses		

Telephone & Communication		9,000	15,600
Travelling & Transport	1,890		24,554
Petrol Expenses	7,600		
Pooja Expenses	9,400		
Telephone charges	9,983		
Admin Expenses	47,600		
		2,13,761	5,85,602

Note - 8

Fixed Assets - Tangible Assets

Particulars	Rate of Depreciation	Gross Block			DEPRECIATION			
		AS ON 31-03-2016 Rs.	Additions Rs.	Deduction Rs.	AS ON 31-03-2017 Rs.	AS ON 31-03-2016 Rs.	Additions Rs.	AS ON 31-03-2017 Rs.
Building	6.03%	48,29,258	-	-	48,29,258	15,37,482	2,11,231	17,48,713

Ananthi Constructions Limited		
<u>41/19 Medawallkkam Main Road, Ganesh Nagar Madipakkam, Chennai - 600091</u>		
<u>Cash Flow Statement for the year ended 31st March 2017</u>		
Particulars	2016-17	
	Rs	Rs
Cash Flow From Operating Activities		
Profit /Loss before Tax	(5,62,880)	
Adjustments		
Add:		
Depreciation	2,11,231	
Less: Prior Year Expenses	-	
Less:		
Deferred Tax Asset	14,412	

Operating profit before Changes in Working Capital	(3,66,061)	
Other Advances (Asset)Increase/Decrease		
Sundry Creditors and Expenses payable Increase/Decrease	3,96,546	
Cash Generated from Operation		30,485
CASH FLOW FROM INVESTING ACTIVITIES		
Sale of Fixed Assets		
Net cash from Investing Activities		
CASH FLOW FORM FINANCING ACTIVITIES		
Issue of Capital		
Processed From Long Term Borrowing		
Unsecured Loans		
Interest Paid		
Net Cash from Finance Activities		
Net Decrease in Cash & Cash Equivalents (A+B+C)		30,485
Net Decrease from Cash Flow Statement		
Add: Opening Balance of Cash & Cash Equivalents		4806
Closing Balance of Cash & Cash Equivalents		35,291
As per our report of even date For VIJAYARAGHAVAN & ASSOCIATES		
Chartered Accountants Sd/ P.B.Vijayaraghavan Partner Membership No: 015103 Registration No: 005699S Place: Chennai Date: 23.05.17		
For and on behalf of the Board ANANTHI CONSTRUCTIONS LTD., Sd/ Sd/ T.N.T. Raajasekar P.Mahesh Managing Director Director DIN: 01671407 DIN: 01844538		

*Vijayaraghavan & Associates, Chartered Accountants,
31 Giri Street Chennai -17 Ph : 044-28340273*

AUDITORS' REPORT

TO

THE MEMBERS OF ANANTHI CONSTRUCTIONS LIMITED

We have audited the accompanying financial statements of ANANTHI CONSTRUCTIONS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2017, and the Statement of Profit and Loss of the year ended, and the Cash flow Statement a summary of significant accounting policies and other explanatory information.

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to under section 133 of the companies Act 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. These Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the

manner so required and give 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 as at 31st March, 2017*
- b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date; and*
- c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.*
 - 1) As required by the Companies (Auditor's Report) order, 2016 issued by the Central Government of India in terms of section 143 of the act, we give in the annexure a statement of the matters specified in 143(11) of the order*
 - 2) As required by Section 143(3) of the Act, We report that*
- a) 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.*
- b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.*
- c) the Balance Sheet, Statement of Profit and Loss, dealt with by this Report are in agreement with the books of account.*
- d) in our opinion, the Balance sheet, Statement of Profit and Loss, comply with the Accounting Standards referred to section 133 of the Companies Act, 2013*
- e) on the basis of written representations received from the directors as on 31st March, 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as directors in terms of Sub section (2) of section 164 of the Companies Act, 2013.*
- f) The Company does not have branch offices*
- g) The Company has a adequate Internal Financial Control procedures system in place. There is no major weakness in the Internal Control Procedures.*
- h) The books of accounts have been maintained properly and no such matters arose during the course of Audit which enables us for Qualification*
- i) No such matters came to light upon audit of financial transactions which may have an adverse effect on the functioning of the Company*

For VIJAYARAGHAVAN & ASSOCIATES
Chartered Accountants

Sd/

P.B.Vijayaraghavan
Partner

Membership No: 015103
Registration No: 005699S

Place: Chennai

Date: 23.05.2017

Annexure to the Auditors' Report (referred to in paragraph 3 of our Report of even date to the Members of ANANTHI CONSTRUCTIONS LIMITED for the year ended March 31, 2017)

1. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
(b) Fixed Assets have been physically verified by the management and, in our opinion, the verification is reasonable having regard to the size of the company and the nature of its assets. No discrepancies were noticed on such verification.
2. In respect of its inventories The company did not carry any inventory during the year
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 189 of the Companies Act,2013
b) There were no loans unsecured outstanding in the books of the company.
4. The company has not accepted any Deposits from public attracting provisions of section 73 to 76 (both inclusive) of Companies Act, 2013, or any other relevant provisions of the Act.
5. In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
6. To the best of our knowledge and as explained, the Central Government has not prescribed maintenance of cost records under Section 148(1) of the of the Companies Act, 2013 in respect of the Company's nature of business.
7. 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 Investor 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 were outstanding as at **31st March, 2017** for a **period of more than six months from the date they** become payable.
b) According to the information and explanations given to us, there are no disputed statutory dues in the books of the company.
c) There were no such amounts required to be transferred to Investor education and protection fund in accordance to the relevant provisions of the Companies Act 2013
8. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that the company did not have any outstanding dues to financial Institutions, Banks or Debenture holders.
9. According to the information and explanations given to us, the Company was trading in shares and securities and proper records have been maintained of the transactions and contracts. The company was making timely entries and the shares and securities were held by the company in its own name.
10. The company has not taken term loans from banks.
11. Based on our examination of the Balance Sheet of the company as at 31.03.2017, since there are no loans availed by the company from the banks, the utilization of funds does not arise.
12. During the year covered by our audit report, the Company does not have any outstanding debentures during the year.
13. During the year the company has not raised money through the Public Issue, the utilization of funds does not arise.
14. Based upon the audit procedures performed and information and explanations given by the management, we report that no fraud on or by the company has been noticed or reported during the course of our audit.

15. The managerial remuneration has been provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Companies Act.
16. The related party transactions are in compliance with section 177 of the Companies Act 2013 and where applicable the details have been disclosed in the financial Statements as required by the Accounting Standards and Companies Act 2013.
17. The Company has not made any preferential allotment of Shares or fully or partly convertible debentures during the year under review as required by section 42 of the Companies Act 2013
18. The Company has not entered into non-cash transactions with directors or persons connected with them as required by the provisions of section 192 of the Companies Act 2013.
19. The Company did not have any holdings and dealings in Specified Bank Notes during the period from 8th November 2016 to 31st December 2016, and furnishing of related information does not arise.

For VIJAYARAGHAVAN & ASSOCIATES
Chartered Accountants

Sd/

P.B.Vijayaraghavan
Partner

Membership No: 015103
Registration No: 005699S

Place: Chennai

Date: 23.05.2017

Annexure - B to the Auditors' Report

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

We have audited the internal financial controls over financial reporting of *ANANTHI CONSTRUCTIONS LIMITED* as of 31 March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

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

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For VIJAYARAGHAVAN & ASSOCIATES

Chartered Accountants

Sd/

P.B.Vijayaraghavan

Partner

Membership No: 015103

Registration No: 005699S

Place: Chennai

Date: 23.05.2017

ANANTHI CONSTRUCTIONS LIMITED

SCHEDULE-9

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

1. Basis of Accounting

The financial statements have been prepared under historical cost convention on accrual basis and in accordance with the generally accepted accounting principles and Accounting Standards referred to in under section 133 of the Companies Act 2013.

2. Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amount of assets liabilities revenues and expenses and disclosure of contingent liabilities during the period reported Difference between the actual results and estimates are recognizes in the period in which the results are know / materialized.

3. Fixed Assets & Depreciation

Fixed assets are stated at cost less accumulated depreciation, Depreciation is provided on Straight Line Method at the rates and in the manner prescribed under schedule II of section 123 of the Companies Act, 2013.

4. Revenue Recognition

Rental Income: Nil

5. Inventories

The Stock of Land building and other materials are valued either at cost or at net realizable value whichever is less. All kind of stocks are reviewed by the management at the end of each year to determine fall in the values if any based on expected future reliability of such stocks.

6. Foreign Currency Transaction : Nil

7. Impairment

The company reviews the carrying values of all assets for any possible impairment at each balance sheet date. An impairment loss is recognized when carrying an amount of asset exceeds its recoverable amount the recoverable value is the higher of the asset's net selling price and value in use.

8. Taxes on Income

No Provision for Current Income tax is made as there is no taxable profit during the year.

9. Advances

All advances are reviewed by the management periodically, considering the fact of each case to determine the recoverability etc., Certain advances are subject to confirmation.

10. Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement or recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent assets are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statement. Contingent liabilities: Nil

However a case against the company under Chit Fund Act gone against the company with chit fund arbitration for Rs.35 Lakhs principal demand whoever the company preferred an appeal with appropriate authority which the management feels the same is maintainable as advised by legal experts.

11. Related party Transactions

In accordance with the requirements of AS-18 Related Party Disclosure issued by the ICAI the details of related party transaction are given below.

Sl. No.	Nature of relationship	Name of the related Parties
1.	Key Management Personnel	Mr. T.N.T.Raajesekar
2.	Concern in Which the MD is interested	1. Golden Enterprise 2.Kadambur Sri Mahall 3.Fresh Cakes 4.Rajendra Caters

Particulars	Concern in which MD is Interested	Kay Management Personal	Total
Opening Balance	NIL	NIL	NIL
Closing Balance as on 31.03.2017	NIL	NIL	NIL

12. There are no due to any creditors consisting suppliers “within the meaning of section 2(n) of the Micro, Small and Medium Enterprises Development Act, 2006.

13. Segment Information :

As the Company is involved only in one segment, being construction no segment information is provided.

14. Deferred Tax Liabilities

Deferred tax represents the effect of timing difference between taxable Income and accounting income for the reporting period that originate in one period and are capable of reversal in one or more subsequent periods. The deferred tax assets is recognized and carried forward only to the extent there is a reasonable certainty that the assets will be realized in future. However provision is made for Deferred Tax liability asset considering reasonable certainty of their realization in future.

15. Foreign Exchange / Outgo : Nil

16. The company had received a Demand Notice for Minimum Alternate Tax relating to the assessment year 2005-06 for Rs.119557 during March 2009, which was pending as on 31.03.2017.

The following Demands raised by the IT department are not provided in the books of accounts as the company is disputing the same before the concerned authorities.

Asst Year :

1996-97	-	9,36,143
2000-01	-	1,902
2001-02	-	4,696

17. In compliance of Accounting Standard – 20 on Earnings Per Share issued by the institute of Chartered Accountants of India the elements considered for calculation of Earnings Per share (Basic and Diluted) are as under.

	March 2017	March 2016
Net Profit after Tax	(434767)	(943833)
Weighted Average Number of Equity Shares	4280000	4280000
Earnings Per Share (Basic Diluted)	NIL	NIL
Face Value per share	10	10

18. Retirement Benefits

As explained the company is not statutorily covered under PF and ESI laws No provision is made is towards gradually as none of the employees has completed five years of service.

19. Borrowing costs : Not applicable to the company.

20. Estimated amount of contracts remaining to be executed on capital accounts and not provided for – Rs. Nil

21. Previous years figures have been regrouped / reclassified wherever necessary.

22. Specified Bank Notes Transaction:

	SBNs	Other Denomination Notes	Total
Closing Cash in hand as on 08.11.2016	NIL	NIL	NIL
(+) Permitted receipts	NIL	NIL	NIL
(-) Permitted Payments	NIL	NIL	NIL
Amount Deposited in Bank	NIL	NIL	NIL
Closing cash in hand as on 30.12.2016	NIL	NIL	NIL

For and behalf of the
Board of Directors

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

Place: Chennai
Date: 23.05.2017

For VIJAYARAGHAVAN & ASSOCIATES
Chartered Accountants

Sd/

P.B.Vijayaraghavan
Partner
Membership No: 015103
Registration No: 005699S

ANANTHI CONSTRUCTIONS LIMITED

Registered Office:

41/9, Medavakkam Main Road, Madipakkam at Chennai-600091
CIN: L45201TN1992PLC023831; Telephone: 044 - 2247 8333
E-mail: acinfo100@gmail.com

ATTENDANCE SLIP

Name & Address of the Shareholder Folio No:
..... DP ID:
..... Client ID:

I hereby certify that I am a member/proxy appointed by the member* of the Company and record my presence at the 25th Annual General Meeting of the Company, at the Kadambur Sri Mahall Situated at Rajendra Towers No.41/9, Medavakkam Main Road, Ganesh Nagar, Madipakkam, Chennai-600091 on Friday, 28th July, 2017 at 11 A.M

Name of the Shareholder/Proxy* Signature of the Shareholder/Proxy*
.....

*Strike out whichever is not applicable.

Note: Please fill up this attendance slip and hand over at the entrance of the meeting hall.

PROXY FORM

[Pursuant Section 105(6) of the Companies Act 2013 and Rule 19(3) of the companies (Management and Administration) Rules, 2014]

Name of the Member(s) :
Registered address :
E-mail ID :
Folio No/DP ID –Client ID :

I/We, being the Member(s) holding.....shares of the above named company, hereby appoint

1.Name :Address:

E-mail ID:Signature:, or failing him

2.Name :Address:

E-mail ID:Signature:, or failing him

3.Name :Address:

E-mail ID:Signature:, or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the company, to be held on the Friday, the 28th July 2017 at 11.00 A.M. at the Kadambur Sri Mahall Situated at Rajendra Towers “No.41/9, Medavakkam Main Road, Ganesh Nagar, Madipakkam, Chennai-600091 and at any adjournment thereof in respect of resolutions as are indicated below:

Resolution No.	Resolutions
Ordinary Business	
1	Adoption of Financial Statements for the year ended 31 st March 2017
2	Appointment of Director Retiring by Rotation
3	Appointment of M/S P B Vijayaraghavan & Associates(FR NO. 005699S), Chartered Accountants, as Auditors
Special Business	
4	Appointment of Mr. A. Shivakumar as independent director
5	Appointment of Mr. N.R.Vijayaraghavan as independent Director
6	Appointment of Mr. Subbaraj Alagarsamy as independent Director
6	Removing Of Dhanroop Betala from the Board of Directors
7	Alteration in the Memorandum of Association for change of Name of the Company and Objects clause of Memorandum.

Signed thisday of 2017.

Signature of Shareholder

Signature of proxy holder(s)

Member's Signature

Note: A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. The instrument appointing a proxy must be received at the Registered Office of the company, not less than 48hours before the commencement of the meeting.

BY Courier

To.



IF UNDELIVERED PLEASE RETURN TO :

Ananthi Constructions Limited

41/9, Medawallkkam Main Road

Ganesh Nagar Madipakkam

Chennai - 600 091.

Ph : 044-22478333