



ABHISHEK
CORPORATION

L I M I T E D

23rd
Annual Report
2015-2016



ABHISHEK
CORPORATION

Board of Directors

| | |
|--------------------------|------------------------------|
| Mr. Anasaheb R. Mohite | Chairman & Managing Director |
| Mrs. Rama J. Swetta | Non-Executive Director |
| Mr. Dhananjay S. Charane | Independent Director |
| Mr. Manohar V. Dudhane | Independent Director |

Statutory Auditors

M/S Shrikant & Company
Chartered Accountants,
Kolhapur

Bankers

Axis Bank Limited
Bank of Baroda
Indian Overseas Bank
Panjab National Bank
State Bank of India
State Bank of Patiyala
Union Bank of India
Bank of India
IDBI Bank Limited
Corporation Bank
State Bank of Hyderabad

Company Secretary & Compliance Officer

Ms. Sawani P. Sadalage
(w.e.f. September 15,2015)

Secretarial Auditors

M/S PPS & Associates
Company Secretaries,
Kolhapur

Registered Office

Gat No. 148, Tamgaon
Kolhapur-Hupari Road
Taluka - Karveer
Dist. Kolhapur- 416 234

Corporate Office

‘Shiv-Parvati’ 17 E
Nagala Park
Kolhapur-416 003

Internal Auditors

Mr. Nilesh R. Kothari
Chartered Accountant
Kolhapur

Registrar & Share Transfer Agents

Link Intime India Private Limited
C-13 Panhalal Silk Mills
Compound, L.B.S. Marg, Bhandup
(West), Mumbai 400 078

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NOTICE

Notice is hereby given that 23rd Annual General Meeting of members of “Abhishek Corporation Limited” (CIN L51491PN1993PLC073706) will be held on Friday, September 30, 2016 at 11.00 a.m. at the Registered Office of the company situated at Gat No. 148, Tamgaon, Kolhapur – Hupari Road, Tal- Karveer, Dist – Kolhapur 416 234 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anasaheb Mohite (DIN 00317676), who retires by rotation and, being eligible, offers himself for re-appointment
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

“RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Shrikant & Co, Chartered Accountants, (Firm Registration No.110186), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be mutually decided.”

For and on Behalf of the Board of Directors

Date : September 1, 2016
Place : Kolhapur

Anasaheb R. Mohite
Chairman & Managing Director

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. The proxy, in order to be effective & valid, must be lodged at the Registered Office of the company not less than 48 hours before the commencement of the meeting. The blank proxy form is enclosed.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not 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 share holders.

2. Corporate members intending to send their representatives to attend the meeting are requested to send to the company a certified copy of Board Resolution under section 113 of the Companies Act 2013 authorizing their representatives to attend and vote on their behalf at the meeting.
3. In case of joint holders attending the meeting the joint holders with highest, in order of names will be entitled to vote.
4. The register of members and share transfer books of the company shall remain closed from the 24th September 2016 to 30th September 2016 (both day inclusive) for the purpose of annual book closure.
5. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 shall be available for inspection by the members at the Annual General Meeting.
6. In support of "Green Initiative in Corporate Governance" announced by the Government of India and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 with Stock Exchange copy of Annual Report along with Notice indicating process and manner of remote e- voting are being send by email to those members whose email address have being available to Depository Participants unless the member has requested for a hard copy of the same. For members who have not registered their email addresses physical copy of the annual report along with notice will be send in the permitted mode.

The Company hereby requests the members holding shares in electronic mode to update their email address with Depository Participants. Members holding shares in physically mode are request to update their email addresses by writing to the Registrar of the company.

7. Shareholders desiring any information as regards accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
8. Members\Proxies are requested to bring duly filled Attendance Slips and their copies of the report will not be distributed at the meeting.
9. SEBI has mandated the submission of permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN details to respective Depository Participants with whom they have their Demat account. Members holding shares in physically form can submit their PAN details to Link Intime India Private Limited (RTA of the Company)
10. The members whose names appear in the register of members/list of beneficial owners as received from Central Depository Devices (India) limited (CDSL) and National Securities Depository limited(NSDL) on 23rd September 2016 be entitled to vote by ballot paper attending Annual General Meeting in person (s) on the resolutions set for in this notice.
11. Voting through electronic mails

In terms with provisions of section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Rules 2015 and Regulation 44 of SEBI (Listing Obligation And Disclosure Requirements) Regulation 2015 the company is pleased to offer e-voting facility as an alternative mode of vote which will enable the members to cast their votes electronically on the resolutions set forth in notice of 23rd Annual General Meeting of the company

and business may be transacted through “remote e- voting” services provided by Central Depository Services (India) Limited.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 27-09-2016 (9.00 a.m.) and ends on Thursday, 29-09-2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of 23rd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on 'Shareholders'.
- (v) Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|---|---|
| PAN | <p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits under the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company name i.e. Abhishek Corporation Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google play store. Apple and windows phone user can download the app from the app store and the windows phone store respectively on or after 30th June 2016. Please follow the instructions as prompted by mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- a. Please follow all steps from sl. no. (xi) above to cast vote.
- b. 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.
 - i. The voting rights of shareholders shall be proportion to their shares of the paid up equity share capital of the company as on the cut-off date (record date) of 23rd September, 2016.
 - ii. A copy of this notice has been placed on the website of the company and website of CDSL.
 - iii. CS. Sachin Bidkar, Practicing Company Secretary has been appointed as the scrutinizer for conducting the e-voting process in a fair and transparent manner.
 - iv. The scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses, not in the employment of the company and make a scrutinizer’s report of the votes cast in favor or against, if any, forthwith to the chairman.
 - v. The result declared along with the scrutinizer’s report shall be placed on the company’s website www.abhishekccorporation.com and on the website of CDSL within two(2) days of passing the resolutions at the AGM of the company and communicated to the BSE Limited.

The information required to be furnished under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Details of the Directors retiring by rotation and seeking re-appointment at 23rd Annual General Meeting (Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

| | |
|---|---|
| Name | Mr. Anasaheb R. Mohite |
| Date of Birth | 28-04-1958 |
| DIN | 00317676 |
| Date of Appointment | 01-09-1993 |
| Qualification | B. E. (civil) |
| Expertise in specific function area | He has handled big civil construction project independently and had travelled widely across India and abroad. He has an experience of over 35 years in Textile segment. |
| No. of shares held in the Company | 45,09,192 |
| Other Directorship in Companies (Listed) | NIL |
| Relationship with Director & Key Managerial Personnel | Husband of Mrs. Anjali A. Mohite, CFO |
| Chairman & Member of Committees of the boards of other Companies (Listed) | NIL |
| Terms & Conditions of appointment | Managing Director Liable to retire by rotation; Remuneration - Nil Tenure- 1 st Oct. 2015 to 30 th Sep. 2020 Notice Period - 3 Months |

For and on Behalf of the Board of Directors

Date : September 1, 2016

Place : Kolhapur

Anasaheb R. Mohite

Chairman & Managing Director

DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 23rd Annual Report of Company along with the Audited Financial statements and Auditor's Report for the year ended on 31st March 2016.

FINANCIAL RESULTS

The performance of the company for the financial year ended March 31, 2016 is summarized below: (₹ In Lacs)

| Particulars | Current year ended on 31 st March 2016 | Previous year ended on 31 st March 2015 |
|--|---|--|
| 1 Total Revenue (Net) | 656.60 | 1160.27 |
| 2 Profit before Depreciation & Amortization Expenses, Finance Cost and Tax | (726.24) | (978.19) |
| 3 Less: Depreciation & Amortization Expenses | 1227.46 | 1232.72 |
| Finance Cost | 7535.13 | 6316.10 |
| 4 Profit before Tax | (9488.83) | (8527.01) |
| 5 Less: Provision for Tax | - | - |
| 6 Profit after Tax | (9488.83) | (8527.01) |
| 7 Less: Depreciation difference | - | (125.18) |
| 8 Balance of Profit carried to Balance Sheet | (9488.83) | (8401.83) |

The performance of the Company has been comprehensively covered in the Management Discussion and Analysis Report.

REVIEW OF OPERATIONS

During the year under review the turnover has reduced to ₹ 647.84 Lakhs from ₹ 1096.49 Lakhs in previous year. Under utilization of capacity accompanied with higher debt cost, lower margins have resulted into the net loss of ₹ 9488.83 lakhs as against the net loss of ₹ 8401.83 Lakhs in previous year.

However Company has started receiving job work orders which at least gives some Cushion to liquidity of the company.

DIVIDEND

During the year under review the company has not earned profit hence Board of Directors' do not recommend any dividend for the year.

DIRECTORS & KMP

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr. Anasaheb Mohite, Managing Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment and your Board recommends his re-appointment.

Brief resume of Director proposed to be appointed/re-appointed is given in the Notice convening 23rd Annual General Meeting in pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015

FIXED DEPOSITS

During the year under review the company has not raised any amount by way of Fixed Deposits within the meaning of Section 73 & Section 76 of Companies Act 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

INDUSTRIAL RELATIONS

During the year, industrial relations have been cordial.

EXTRACT OF ANNUAL RETURN

Extract of Annual Return in Form MGT 9 is attached to this Report as Annexure I

LISTING OF EQUITY SHARES

The Equity Shares of your Company are presently listed on Bombay Stock Exchange Limited, (BSE) & National Stock Exchange of India Ltd. (NSE). The Company has duly paid the listing fees to Bombay Stock Exchange Limited as well as to National Stock Exchange for the financial year 2016-2017.

MEETINGS OF THE BOARD

The Board met Six times during the year, the details of which are given in the Report on Corporate Governance. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013 & SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

The Board meets at regular intervals to discuss and decide on Company's / business policy and strategy apart from other Board business. The notice of Board meeting is given well in advance to all the Directors of the Company. The agenda of the Board / Committee meetings is circulated clear 7 days prior to the date of the meeting. The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) & (5) of the Companies Act, 2013 the Board hereby submit its responsibility statement:

- i. In the preparation of the annual audited accounts, for the Financial Year ended 31 March, 2016 the applicable accounting standards had been followed along with proper explanation relating to material departures; if any
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the Loss of the Company for the year ended on that date.
- iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- iv. The Directors had prepared the annual accounts of the Company on a 'Going Concern' basis.
- v. 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 effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed policy for selection and appointment of Directors, Senior Management and their remuneration in pursuant to Section 178 of Companies Act 2013 and Regulation 19 SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. The remuneration given is as per the remuneration policy framed.

RISKS AND AREA OF CONCERN

The Company has laid down a Risk Management Policy and identified threat of such events which if occurs will adversely affect either / or, value to shareholders, ability of company to achieve objectives, ability to implement business strategies, the manner in which the Company operates and reputation as "Risks". A detailed exercise is carried out to identify, analyze, evaluate, treat and monitoring all types of risks. A Risk Management Committee has been constituted to oversee the risk management process in the Company required under Section 134 (3) (n) of the Companies Act, 2013. The policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving the risk associated with business.

CORPORATE SOCIAL RESPONSIBILITY INITIATIVES

Pursuant to the provisions of Section 135 read with Companies (Corporate Social Responsibility) Rules, 2014, It is not mandatory for the company to form Corporate Social Responsibility (CSR) Committee and a Policy on Corporate Social Responsibility.

PARTICULARS OF CONTRACT AND ARRANGEMENT WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013

In terms of Section 188 Companies Act 2013 and Companies (Meeting of Board and its Powers) Rules, 2014 and