



Annual Report

ABHISHEK CORPORATION LIMITED

(Undergoing CIRP)

(CIN L51491PN1993PLC073706)



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

RESOLUTION PROFESSIONAL

Mr. Sandeep Singhal (Appointed vide Hon. NCLT order dated 17th November 2017 & replaced on 16th March 2018 vide Hon. NCLT order dated 15th March 2018)

Mr. Sameer Kakar (Appointed vide Hon. NCLT order dated 8th March 2018, Delivered on 15th March 2018)

Company Secretary & Compliance Officer

Ms. Sawani P. Sadalage

Statutory Auditors

Moreshwar G. Deshpande
Chartered Accountant, Sangli

Secretarial Auditors

M/S PPS & Associates
Company Secretaries, Kolhapur

Internal Auditors

Mr. Nilesh R. Kothari
Chartered Accountant, Kolhapur

Registrar & Share Transfer Agent

Link Intime India Private Limited
C - 101, 247 Park, LBS Marg, Vikhroli West,
Mumbai - 400 083

Registered Office

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

Bankers

- ▀ Axis Bank Limited
- ▀ Bank of Baroda
- ▀ Punjab National Bank
- ▀ State Bank of India
- ▀ Corporation Bank
- ▀ Asset Reconstruction Company (India) Ltd.
- ▀ Edelweiss Asset Reconstruction Company Ltd.
- ▀ ASREC (India) Ltd.
- ▀ Invent Asset Securitization & Reconstruction Pvt. Ltd.

CONTENTS

Notice	1
Directors Report	6
Report on Corporate Governance	28
Management Discussion & Analysis Report	41
Independent Auditors Report	43
Balance Sheet	49
Statement of Profit & Loss	50
Cash Flow Statement	51
Notes to Financial Statement	52
Proxy Form	69

NOTICE

Notice is hereby given that 25th Annual General Meeting of members of "Abhishek Corporation Limited (Undergoing CIRP)" (CIN L51491PN1993PLC073706) will be held on Friday, September 28, 2018 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, 2018 the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Annasaheb R. 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 the provisions of Section 139, and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with rule 3(7) of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), the company hereby ratifies the appointment of Mr. Moreshwar G. Deshpande, (M.No:124163) Chartered Accountant, Sangli as the Statutory Auditors of the company to hold office from the conclusion of this meeting until the conclusion of Annual General Meeting to be held for the financial year 2018-19 on such remuneration as may be determined by the Board Of Directors.

"RESOLVED FURTHER THAT the Resolution Professional has all powers under the code to take such actions, and execute all such documents, as may be necessary and applicable to give effect to the above resolution."

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 20 of the Companies Act, 2013 and relevant rules framed thereunder and other applicable provisions, if any, whereby, a document may be served on any member by the Company by sending it to him/her by post, by registered post, by speed post, by electronic mode, or any other modes as may be prescribed, consent of the members be and is hereby accorded to charge from the member such fees in advance equivalent to estimated actual expenses of delivery of the documents delivered through registered post or speed post or by courier service or such other mode of delivery of documents pursuant to any request by the shareholder for delivery of documents, through a particular mode of service mentioned above provided such request along with requisite fees has been duly received by the Company at least 10 days in advance of dispatch of documents by the Company to the shareholder;

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary, proper or desirable to give effect to the resolution.

Date : 3rd September, 2018
Place : Kolhapur

By order of the Board of Directors
For **Abhishek Corporation Limited**

Sawani Sadalage
Company Secretary

Notes:

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/HERESELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY.** The proxy, in order to be effective & valid, should be duly completed, stamped and signed and 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 entitle to vote.
4. The register of members and share transfer books of the company shall remain closed from the 22nd September 2018 to 28th September 2018 (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 Obligations 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 or bank mandates to the Company or Registrar and Share Transfer Agent along with their Folio Number and Bank account details.

7. Shareholders desiring any information regarding to Financial Statements are requested to write to the Company's Registered Office 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. Non Resident Indian members are requested to inform the companies Registrar and Share Transfer Agents immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
11. The members whose names appear in the register of members/list of beneficial owners as received from Central Depository Services (India) limited (CDSL) and National Securities Depository limited (NSDL) on 21st September 2018 be entitled to vote by ballot paper attending Annual General Meeting in person (s) on the resolutions set for in this notice.

12. **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 Obligations 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 25th Annual General Meeting of the company and business may be transacted through "remote e- voting" services provided by Central Depository Services (India) Limited. Facility for polling paper is also available for voting at 25th Annual General Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 25-09-2018 (9.00 a.m.) and ends on Thursday, 27-09-2018 (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 21st September 2018, 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 entitle 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 enter 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
Date of Birth (DOB)	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field 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** (Undergoing CIRP) 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. 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 favor 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 21st September, 2018.
 - 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.abhishekkorporation.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 and National Stock Exchange of India 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 25th Annual General Meeting (Pursuant to Regulation 36 of SEBI(Listing Obligations and Disclosure Requirements) Regulations 2015.

Name	Mr. Annasaheb R. Mohite
Date of Birth	28-04-1958
DIN	00317676
Designation	Managing Director & Chief Executive Officer
Nationality	India
Date of Appointment	01-10-2015
Qualification	Civil Engineer
Expertise in specific function area	He started his professional carrier under big civil construction project independently. He has over 35 years of experience in construction industry and around 34 years in Textile Industry.
No. of shares held in the Company	45,09,192
No. of Board Meeting attended during the Financial Year 2017-18	6(Six) Board Meeting attended during the financial year 2017-18
List of Directorships held in various other Companies (Listed)	NIL
Relationship with Director & Key Managerial Personnel	None
List of Chairmanship & Membership of various Committees of the boards of other Companies (Listed)	NIL
Terms & Conditions of appointment	Managing Director & Chief Executive Officer Liable to retire by rotation.

Date : 3rd September, 2018
Place : Kolhapur

By order of the Board of Directors
For **Abhishek Corporation Limited**

Sawani Sadalage
Company Secretary

Route Map
Annual General Meeting



DIRECTORS' REPORT

**To,
The Members,
Abhishek Corporation Limited** (Undergoing CIRP)

Your Directors have pleasure in presenting the 25th Annual Report of Company along with the Audited Financial statements and Auditor's Report for the year ended on 31st March 2018.

FINANCIAL RESULTS

The performance of the company for the financial year ended March 31, 2018 is summarized below:

SR.NO	PARTICULARS	CURRENT YEAR ENDED ON 31 ST MARCH 2018	PREVIOUS YEAR ENDED ON 31 ST MARCH 2017
1	Total Revenue (Net)	1719.83	1462.48
2	Profit before Depreciation & Amortization Expenses, Finance Cost and Tax	(3470.45)	154.03
3	Less: Depreciation & Amortization Expenses	2879.84	1164.95
	Finance Cost	11278.69	9791.55
4	Profit before Tax	(17628.98)	(10802.47)
5	Less: Provision for Tax	-	-
6	Profit after Tax	(17628.98)	(10802.47)
7	Other Comprehensive Income	18.43	7.54
8	Balance of Profit carried to Balance Sheet	(17610.55)	(10794.93)

Notes : - Previous years figures have been reclassified/ regrouped wherever necessary, to correspond with those of current year.

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

PROCEEDINGS UNDER CORPORATE INSOLVENCY RESOLUTION PROCESS

Corporate Insolvency Resolution Process under the Insolvency and Bankruptcy Code, 2016 was initiated in respect of Abhishek Corporation Limited (Undergoing CIRP) vide National Company Law Tribunal order dated 17th November 2018. Mr. Sandeep Singhal was appointed as on Interim Resolution Professional (IRP) to carry out the activities relating to CIRP as per the rules, regulations, guidelines prescribed by the code.

Mr. Sandeep Singhal was subsequently replaced by Mr. Sameer Kakar vide order dated 15th March 2018 of the National Company Law Tribunal.

As per section 17 of the Insolvency and Bankruptcy Code, 2016, from the appointment of the Interim Resolution Professional –

- The management of the affairs of the company shall vest in the IRP.
- The powers of the board of directors shall stand suspended and be exercised by the IRP.
- The Officers and Managers of the company shall report to IRP and provide access to such documents and records of company as may be required by IRP.
- The financial institutions maintaining accounts of the company shall act on the instructions of the IRP in relation to such accounts, furnish all information relating to the company available with them to the IRP.

Under CIR Process, a resolution plan is to be prepared and approved by the COC. Further the resolution plan approved by the COC will also need Hon. NCLT approval. As the company is under resolution process, the financial statements have been presented on a "going concern" basis.

REVIEW OF OPERATIONS

During the year under review the turnover has increased to ₹1703.35 Lakhs from ₹1448.83 Lakhs in previous year. Under Utilization of capacity accompanied with higher debt cost, lower margins have resulted into the loss of ₹17610.55 Lakhs as against the net loss of ₹10794.93 Lakhs in previous year. However the efforts taken by the