



**ANUBHAV  
INFRASTRUCTURE  
LIMITED**

TENTH ANNUAL REPORT  
**2014-15**

**FORM - A**

1	Name of The Company	Anubhav Infrastructure Limited
2	Annual Financial Statement For The Year Ended	31st March, 2015
3	Type of Audit Observation	Un-Qualified/ <del>Matter Of Emphasis</del>
4	Frequency of Observation	Not Applicable
5	To Be Signed By-	
	• Managing Director	Dinesh Agarwal 
	• CFO	Bijeyata Agarwal 
	• Audit Committee Chairman	Rishi Boyed 
	• Auditors Of The Company	 M/S. Ghoshal & Co Chartered Accountant FRN : 304154E  B. K. Choudhury Partner Membership No. 058808



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## **ANUBHAV INFRASTRUCTURE LIMITED**

CIN: L51109WB2006PLC107433

**Registered Address :** "Ananta Bhavan", 94 Vivekanand Nagar, PO: Podrah, Andul Road, Near West Bank Hospital,  
3rd Floor, R.No. : 303, Howrah - 711109, Contact No.: 033-3261-3440

**E-Mail ID :** [info@anubhavinfrastucture.com](mailto:info@anubhavinfrastucture.com) **Website :** [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com)

### **CORPORATE INFORMATION**

#### **BOARD OF DIRECTORS:**

**Managing Director**

Mr. Dinesh Agarwal

**Whole Time/Executive Director**

Mr. Prasenjit Basak

**Non-Executive, Independent Director**

Mr. Ajay Kumar Khandelwal

Mr. Rishi Boyed

Ms. Devangna Tiwari

#### **BOARD COMMITTEES :**

**Audit Committee**

Mr. Rishi Boyed-Chairman

Mr. Ajay Kumar Khandelwal-Member

Mr. Dinesh Agarwal-Member

**Nomination & Remuneration Committee**

Mr. Ajay Kumar Khandelwal-Chairman

Mr. Rishi Boyed-Member

Mr. Prasenjit Basak-Member

**Stakeholders Relationship Committee**

Mr. Rishi Boyed-Chairman

Mr. Ajay Kumar Khandelwal-Member

Mr. Dinesh Agarwal-Member

#### **AUDITORS :**

**Statutory Auditor:**

M/s. Ghoshal & Co.

"Narayani Building",

27 Brabourne Road, 3rd Floor,

Room No. 305, Kolkata - 700 001

**Internal Auditors:**

M/s. Jain Prasad & Co.

"Chopra House",

133, Canning Street, 3rd Floor,

Room No. 1A, Kolkata- 700 001

**Secretarial Auditors:**

Ms. Neha Jain

53/10/3, Bon Behari Bose Road

1st Floor, Howrah - 711 101

**Company Secretary :**

Ms. Swati Kedia (Compliance Officer)

**Chief Financial Officer :**

Ms. Bijeyata Agarwal

**Registrar & Transfer Agent:**

Maheshwari Datamatics Pvt. Ltd.

6, Mangoe Lane, 2nd Floor, Kolkata - 700001

Contact No. : 033 22484787/22482248

Fax - 033 22484787

E mail ID: [mpdl@cal.vsnl.net.in](mailto:mpdl@cal.vsnl.net.in), [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

Website: [info@mdpl.in](http://info@mdpl.in)

**Bankers:**

HDFC Bank Limited

Stephen House Branch

4, B. B. D. Bag East, Stephen House

Kolkata - 700001

### NOTICE

**NOTICE** is hereby given that the Tenth Annual General Meeting of the Members of Anubhav Infrastructure Limited will be held at the Registered Office of the Company at Ananta Bhavan, 94 Vivekanand Nagar, P.O-Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No.303, Howrah - 711 109 on Friday 25th day of September, 2015 at 10:30. A. M. to transact the following business:

#### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet and the Statement of Profit & Loss of the Company for the year ended 31st March, 2015 on that date and the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Prasenjit Basak (Din: 06740802), who retires by rotation and being eligible offers himself for re-appointment.
3. To discuss and declare final dividend, if any.
4. To re-appoint Auditors and to fix their remuneration and in this regard 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 provision of Section 139 and section 142 and all other applicable provision, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. GHOSHAL & CO., Chartered Accountants, Kolkata, (Firm Reg. No. 304154E), be and are, hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at such remuneration to be fixed by the Board of Directors and the Audit Committee, apart from the reimbursement of out of pocket expenses and taxes as applicable."

#### **SPECIAL BUSINESS**

5. **Re-appointment of Mr. Ajay Kumar Khandelwal as an Independent Director**

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Ajay Kumar Khandelwal (holding DIN No. 02186565), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director not liable to retire by rotation, be and is hereby appointed as an Non-Executive, Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2019-20."

6. **Appointment of Ms. Devangna Tiwari as an Independent Director**

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Devangna Tiwari (holding DIN No. 06651804), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who hold office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director not liable to retire by rotation,



be and is hereby appointed as an Non-Executive, Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2019-20."

**7. Re-appointment of Mr. Rishi Boyed as an Independent Director**

To consider, and if thought fit, to pass with or without modifications, the following Resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Rishi Boyed (holding DIN No.05297528) who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director not liable to retire by rotation, be and is hereby appointed as an Non-Executive, Independent Director of the Company to hold office for five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2019-20."

**8. To consider, and if thought fit, to pass with or without modifications, the following Resolution as a Special Resolution:**

**"RESOLVED THAT** pursuant to the provision of Section 14 and all other applicable provision of the Companies Act, 2013 read with Rules framed thereunder and schedules thereto (including any statutory modification(s) or re-enactment thereof, for the time being in force), as may be amended from time to time, the consent of members be and is hereby accorded to amend and alter the following Articles of the existing articles of Association of the company, in the following manner:

**Insertion of Article 108(B) after the existing Article 108(A)**

**Electronic Voting**

**108(B)** A member may exercise his vote at the meeting by electronic means in accordance with section 108 of the Companies Act, 2013 and shall vote only once.

**Registered Office :**

Ananta Bhavan, 94 Vivekanand Nagar, P.O- Podrah,  
Andul Road, Near West Bank Hospital, 3rd  
Floor, R.No.303, Howrah - 711 109

**By Order of the Board  
For Anubhav Infrastructure Limited**

**Sd/-**

**Dated: 13th August, 2015**

**Swati Kedia  
Company Secretary**

**NOTES:**

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE 'MEETING') IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY, IN ORDER TO BE EFFECTIVE, SHOULD BE DEPOSITED, DULY COMPLETED AND SIGNED, AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS SENT HERewith.
3. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. The Register of the Members & Share Transfer Books of the Company will remain closed from 19th September, 2015 to 25th September, 2015 (both days inclusive).
5. Members are requested to bring their Admission Slip along with copy of the Report and Accounts to the Annual General Meeting.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
7. Details of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under BSE SME Listing Agreements with the Stock Exchanges, are given in the Annexure to the Notice.
8. Members are also requested to notify change in address, if any, immediately to the Company's Registrar & Share Transfer Agent Maheshwari Datamatics Pvt Ltd. , 6,Mangoe Lane, 2nd Floor Kolkata, West Bengal,700 001 by quoting their Folio Number(s).
9. The Company has implemented the "Green Initiative" as per Circular Nos. 17/2011 dated April 21, 2011 and 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs (MCA) to enable electronic delivery of notices/documents and annual reports to shareholders. Henceforth, the email addresses indicated in your respective depository participant accounts which will be periodically downloaded from NSDL/CDSL will be deemed to be your registered email address for serving notices/documents including those covered under Section 136 of the Companies Act, 2013 (corresponding to Section 219 of the erstwhile Companies Act, 1956). Members holding shares in electronic mode are therefore requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the RTA of the Company quoting their folio number(s).
10. The annual report of the Company circulated to the members of the Company will be made available on the Company's website at [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com).The physical copy of the aforesaid documents will also be available at the registered office of the Company for inspection during the normal business hours on working days. Members having any query may write to us at [info@anubhavinfrastucture.com](mailto:info@anubhavinfrastucture.com)

**11. E-Voting:****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 the facility to exercise their right to vote at the AGM of the Company by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).



**The instructions for e-voting are as under:**

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
  - Open email and open PDF file viz; “Anubhav Infrastructure e-Voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
  - Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - Click on Shareholder - Login
  - Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
  - Select “EVEN” of Anubhav Infrastructure Limited.
  - Now you are ready for e-voting as Cast Vote page opens.
  - Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - Upon confirmation, the message “Vote cast successfully” will be displayed
  - Once you have voted on the resolution, you will not be allowed to modify your vote
  - Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [vinayl@yahoo.in](mailto:vinayl@yahoo.in) with a copy marked [toevoting@nsdl.co.in](mailto:toevoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
  - Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
 

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN
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  - Please follow all the steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The e-voting period commences on 22nd September, 2015 (9:00 am) and ends on 24th September, 2015 (5:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up Equity Share Capital of the Company as on the cut-off date of 18th September 2015.
- VII. Mr. Vinay Lakhani(Certificate No. 14847), practicing company secretary, Kolkata has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. 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 of the Company.
- IX. The Results shall be declared on or after the AGM of the Company. The Results declared alongwith the Scrutinizer’s Report shall be placed on the Company’s website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com) and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited and National Stock Exchange of India Limited.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****ITEM NO. 5**

Mr. Ajay Kumar Khandelwal is an Additional Independent Director of the Company and has held the positions as such from 9th November, 2013.

It is proposed to appoint Mr. Ajay Kumar Khandelwal as Non-Executive Independent Director not liable to retire by rotation pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 and Clause 52 of the SME Listing Agreement, to hold office for five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2019-2020.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Ajay Kumar Khandelwal for the office of Directors of the Company.

The Company has also received declarations from Mr. Ajay Kumar Khandelwal that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 52 of the SME Listing Agreement. In the opinion of the Board, each of the director fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and they are independent of the management.

Brief resume of Mr. Ajay Kumar Khandelwal, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 52 of the SME Listing Agreement with the Stock Exchanges, are given in the Annexure to the Notice forming part of the Annual Report.

Copy of the draft letter for respective appointment of Mr. Ajay Kumar Khandelwal as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

Except Mr. Ajay Kumar Khandelwal, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 of the Notice for approval by the shareholders.

**ITEM NO.6**

Ms. Devangna Tiwari is an Additional Independent Director of the Company and has held the positions as such from 26th March, 2015.

In terms of the provisions of Section 161(1) of the Act, Ms. Devangna Tiwari would hold office up to the date of the ensuing Annual General Meeting.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act, proposing the candidature of Ms. Devangna Tiwari for the office of Director of the Company.

It is proposed to appoint Ms. Devangna Tiwari as Non-Executive Independent Director not liable to retire by rotation pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 and Clause 52 of the SME Listing Agreement, to hold office for five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2019-20.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Ms. Devangna Tiwari for the office of Directors of the Company.

The Company has also received declarations from Ms. Devangna Tiwari that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 52 of the SME Listing Agreement. In the opinion of the Board, each of these directors fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

Brief resume of Ms. Devangna Tiwari, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 52 of the SME Listing Agreement with the Stock Exchanges, are given in the Annexure to the Notice forming part of the Annual Report.

Copy of the draft letter for respective appointment of Ms. Devangna Tiwari as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

Except Ms. Devangna Tiwari, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 6 of the Notice for approval by the shareholders.

#### **ITEM NO. 7**

Mr. Rishi Boyed is Independent Directors of the Company and has held the positions as such from 9th November, 2013.

It is proposed to appoint Mr. Rishi Boyed as Non-Executive Independent Director not liable to retire by rotation pursuant to the provisions of Sections 149, 150 & 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules, 2014 and Clause 52 of the SME Listing Agreement, to hold office for five consecutive years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2019-2020.

The Company has received notices in writing from member's along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Mr. Rishi Boyed for the office of Directors of the Company.

The Company has also received declarations from Mr. Rishi Boyed that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 52 of the SME Listing Agreement. In the opinion of the Board, each of these directors fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and they are independent of the management.

Brief resume of Mr. Rishi Boyed, nature of their expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 52 of the SME Listing Agreement with the Stock Exchanges, are given in the Annexure to the Notice forming part of the Annual Report.

Copy of the draft letters for respective appointments of Mr. Rishi Boyed as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

Except Mr. Rishi Boyed, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 6 of the Notice for approval by the shareholders.