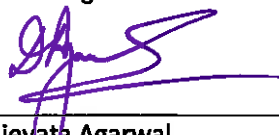


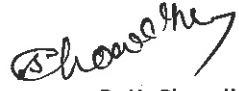




**ANUBHAV
INFRASTRUCTURE
LIMITED**

**ELEVENTH ANNUAL REPORT
2015-16**

FORM – A (for Audit Report with unmodified opinion)
**Auditor's Report – Regulation 33 (d) of the SEBI (Listing Obligations and Disclosure Requirements)
 Regulations, 2015**

1	Name of the Company	Anubhav Infrastructure Limited
2	Annual Financial Statement for the Year Ended	31st March, 2016
3	Type of Audit Observation	Un-Qualified/ Matter Of Emphasis
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

Certified to be true Copy

ANUBHAV INFRASTRUCTURE LIMITED


 MANAGING DIRECTOR



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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 - 711 109, Contact No.: 91-82320 13440

E-Mail ID : info@anubhavinfrastucture.com **Website :** 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

Mrs. Rima Chandra

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

Mrs. Rima Chandra - 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. Neha Kedia (Compliance Officer)

Chief Financial Officer :

Ms. Bijeyata Agarwal

Registrar & Transfer Agent :

Maheshwari Datamatics Pvt. Ltd.
6, Mangoe Lane, 2nd Floor, Kolkata - 700 001
Contact No. : 033 2248 4787/2248 2248
Fax - 033 2248 4787

E mail ID: mpdl@cal.vsnl.net.in, mdpldc@yahoo.com

Website: info@mdpl.in

Bankers :

HDFC Bank Limited
Stephen House Branch
4, B. B. D. Bag East, Stephen House
Kolkata - 700 001

NOTICE

NOTICE is hereby given that the Eleventh 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, PO : Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No.303, Howrah – 711 109 on Tuesday 27th day of September, 2016 at 10:30. A. M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet (Standalone & Consolidated) and the Statement of Profit & Loss of the Company for the year ended 31st March, 2016 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. Appointment of Mrs. Rima Chandra as an Non – Executive 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 and applicable provisions of the Listing Agreement with the Stock exchange (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Rima Chandra holding (Din No. 07537182), 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

her 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 2020-21."

RESOLVED FURTHER THAT Mr. Dinesh Agarwal, Managing Director of the Company & Ms. Neha Kedia, Company Secretary be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution. "

6. Approval of related party transactions with wholly owned subsidiaries

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

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Power) Rules 2014, and other applicable provisions of the said Act, and rules framed there under and applicable provisions of Equity Listing Agreement as may be in force from time to time, approval of the Company be and is hereby accorded to the Board of Directors for existing and / or contracts / arrangement to be entered into in the future with its wholly owned subsidiaries, for sale , for purchase or supply of any goods or materials or availing / rendering of services even if the transactions are not on arm's length basis and excess of the limit specified in the said action in the best interest of the Company.

RESOLVED FURTHER THAT Mr. Dinesh Agarwal, Managing Director of the Company & Ms. Neha Kedia, Company Secretary be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution. "

7. Adoption of Articles of Association as per Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association of the Company, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board of Directors ('the Board') be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the



Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution..

RESOLVED FURTHER THAT Mr. Dinesh Agarwal, Managing Director of the Company & Ms. Neha Kedia, Company Secretary be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution. “

8. Adoption of Memorandum of Association as per Companies Act, 2013

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

“**RESOLVED THAT** pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the Company with immediate effect.

RESOLVED FURTHER THAT Mr. Dinesh Agarwal, Managing Director of the Company & Ms. Neha Kedia, Company Secretary be and are hereby severally authorized to do all such acts, deeds and actions as may be necessary , proper or expedient to give effect to this resolution. “

Registered Office :

“Ananta Bhavan”, 94 Vivekanand Nagar, PO : 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: 18th August, 2016

**Neha Kedia
Company Secretary
M. No. 36732**

**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 21st September, 2016 to 27th September, 2016 (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. 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.

11. Any member desirous of getting any information on the accounts of the Company is required to forward his/her queries at least 7 days prior to the meeting so that the required information can be made available at the meeting.

12. The complete particulars of the venue of the Meeting including route map and prominent landmark for easy location is enclosed for the convenience of the Members.

The same has been posted on the website of the Company www.anubhavinfrastucture.com.

13. SEBI has made it mandatory for every participant in Capital Market to furnish Income Tax Permanent Account Number (PAN). Accordingly, all members holding shares in Physical form are also requested to submit self-attested copy of PAN (both sides) to the Registrar & Share Transfer Agents.

14. Members desiring any information on accounts are advised to write to the Company at least seven days before the Meeting to enable the Management to keep the information ready at the Meeting.

15. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

16. Corporate Members are required to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.

17. Information about the Directors to be appointed and reappointed at the Annual General Meeting as required by Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given in the Corporate Governance Report forming part of this Annual Report.

18. Members / Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting.

19. 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).
- II. The E-voting period commences on 24th September, 2016 (9:00 am) and ends on 26th September, 2016 (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 20th September, 2016 may cast their vote electronically. The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- III. 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 20th September, 2016.
- IV. 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.
- V. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote E-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote E-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- VI. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 19th August, 2016.
- VII. The shareholders shall have one vote per equity share held by them as on the cut-off date of 20th September, 2016. The facility of E-voting would be provided once for every folio / client id, irrespective of the number of joint holders. 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 20th September, 2016.
- VIII. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20th September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- IX. Notice of the AGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting E-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.