



**ANUBHAV  
INFRASTRUCTURE  
LIMITED**

**TWELFTH ANNUAL REPORT  
2016-17**



The General Manager  
Listing Compliance & Legal Regulatory  
BSE Limited, PJ Towers, Dalal Street,  
Mumbai – 400 001

Dear Sir,

**Sub : Declaration pursuant to Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulation, 2016 and SEBI Circular No. CIR/CFD/CMD/56/2016**

In compliance with Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2016 and SEBI Circular No. CIR/CFD/CMD/56/2016, we hereby declare that the Statutory Auditors of our Company, M/s. Ghoshal & Co. Chartered Accountants (Firm Registration No. 304154E), have issued Audit Report with unmodified opinion in respect of Standalone and Consolidated Financial Results ended March 31, 2017, copy of which has already submitted by the Company on May 30, 2017.

Thanking you,

Yours faithfully

For **Anubhav Infrastructure Limited**

ANUBHAV INFRASTRUCTURE LIMITED

Dinesh Agarwal  
(Managing Director)  
Din : 00499238

## ANUBHAV INFRASTRUCTURE LIMITED

"ANANTA BHAVAN" 3RD FLOOR, R. NO - 303, 94, VIVEKANAND NAGAR, ANDUL ROAD, HOWRAH - 711 109  
TEL. : 91.33.3261 3440, 2644-2626, Website : [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com) E-mail : [info@anubhavinfrastucture.com](mailto:info@anubhavinfrastucture.com)  
CIN :- U51109WB2006PLC107433

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

### **CORPORATE INFORMATION**

#### **BOARD OF DIRECTORS**

##### **Managing Director**

Shri Dinesh Agarwal

##### **Whole Time / Executive Director**

Shri Prasenjit Basak

##### **Non-Executive, Independent Director**

Shri Ajay Kumar Khandelwal  
Shri Rishi Boyed  
Smt. Rima Chandra

#### **BOARD COMMITTEES**

##### **Audit Committee**

Shri Rishi Boyed-Chairman  
Shri Ajay Kumar Khandelwal- Member  
Shri Dinesh Agarwal-Member

##### **Nomination & Remuneration Committee**

Shri Ajay Kumar Khandelwal-Chairman  
Shri Rishi Boyed-Member  
Smt. Rima Chandra - Member

##### **Stakeholders Relationship Committee**

Shri Rishi Boyed-Chairman  
Shri Ajay Kumar Khandelwal-Member  
Shri Dinesh Agarwal-Member

#### **AUDITORS**

##### **Statutory Auditors:**

M/s. Ghoshal & Co.  
" Poddar Court",  
18 Rabindra Sarani, 7th Floor,  
Room No. 706, Gate No. 1,  
Kolkata - 700 001

##### **Internal Auditors:**

M/s. Jain Prasad & Co.  
"Chopra House",  
133, Canning Street, 3rd Floor,  
Room No. 1A, Kolkata- 700 001

##### **Secretarial Auditor:**

Shri Vinay Lakhani  
P-21, CIT Road, Scheme - VII M,  
Kankurgachi, Howrah - 711 054

##### **Company Secretary :**

Smt. Neha Kedia (Compliance Officer)

##### **Chief Financial Officer :**

Smt. Bijeyata Agarwal

##### **Registrar & Transfer Agent :**

Maheshwari Datamatics Pvt. Ltd.  
23 R.N Mukherjee Road, 5th Floor, Kolkata - 700 001  
Contact No. : 033 2243 5029/2248 2248  
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 - 700 001

## NOTICE

**NOTICE** is hereby given that the Twelfth 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 Friday 22nd day of September, 2017 at 10:00. 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, 2017 as on that date and the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Shri Prasenjit Basak (Din: 06740802), who retires by rotation and being eligible offers himself for re-appointment.
3. To 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 Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment (s) thereof for the time being in force) and pursuant to the recommendation made by the Audit Committee, M/s. Gupta Agarwal & Associates, Chartered Accountants, (Firm Registration No. 329001E) be and are hereby appointed as Statutory Auditors of the Company in place of M/s. Ghoshal & Co., Chartered Accountants, (Firm Registration No. 304154E), the retiring Statutory Auditors, to hold office from the conclusion of this Annual General Meeting till the conclusion of 17th Annual General Meeting of the Company, subject to the ratification as to the said appointment at every Annual General Meeting, at a remuneration as may be determined by the Board of Directors of the Company apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of the Audit in consultation with the said Auditor."

**SPECIAL BUSINESS****4. 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 as per SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 / arrangement to be entered into in the future with its wholly owned subsidiaries, for sale,



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 in excess of the limit specified if the said action is in the best interest of the Company.

**RESOLVED FURTHER THAT** Shri Dinesh Agarwal, Managing Director of the Company & Smt. Neha Kedia, Company Secretary be and are hereby jointly 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**

*Neha Kedia*

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

**Dated : August 23, 2017**

**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 September 16, 2017 to September 22, 2017 (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 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. , 23 R.N Mukherjee Road, 5th 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

10. 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).
11. 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).
12. 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.
13. 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](http://www.anubhavinfrastucture.com).
14. 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.
15. 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.
16. 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.
17. 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.
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 19th September, 2017 (9:00 am) and ends on 21st September, 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 of 15th September, 2017 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.
- 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 15th September, 2017.
- IV. Shri 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 25th August, 2017.
- VII. The shareholders shall have one vote per equity share held by them as on the cut-off date of 15th September, 2017. 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 15th September, 2017.
- 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 15th September, 2017 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.
- X. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 15th September, 2017 are requested to send the written / email communication to the Company at [info@anubhavinfrastucture.com](mailto:info@anubhavinfrastucture.com) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for E-voting.

**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 to [evoting@nsdl.co.in](mailto:evoting@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 :
 

<b>EVEN (E Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD/PIN</b>
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  - Please follow all the steps from Sl. No. (ii) to Sl. No. (xii) above , to cast vote.