



**ANUBHAV
INFRASTRUCTURE
LIMITED**

**THIRTEENTH ANNUAL REPORT
2017-18**



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ANUBHAV INFRASTRUCTURE LIMITED

CIN: L51109WB2006PLC107433

Registered Address: "Ananta Bhavan", 94 Vivekanand Nagar, PO: Podrah, Andul Road, Near Narayana 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/ Chief Financial Officer

Shri Dinesh Agarwal

Non-Executive, Independent Director

Shri Ajay Kumar Khandelwal
Shri Mahesh Kumar Chokhani
Smt. Rima Chandra

BOARD COMMITTEES

Audit Committee

Shri Mahesh Kumar Chokhani-Chairman
Shri Ajay Kumar Khandelwal- Member
Shri Dinesh Agarwal-Member

Nomination & Remuneration Committee

Shri Ajay Kumar Khandelwal-Chairman
Shri Mahesh Kumar Chokhani-Member
Smt. Rima Chandra – Member

Stakeholders Relationship Committee

Shri Mahesh Kumar Chokhani-Chairman
Shri Ajay Kumar Khandelwal-Member
Shri Dinesh Agarwal-Member

AUDITORS

Statutory Auditors :

M/s. Sarp & Associates
4 Fairle Place, 1st Floor
Room No. 105,
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, Kolkata – 711 054

Company Secretary :

Smt. Neha Kedia (Compliance Officer)

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, 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 Thirteenth 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 Narayana Hospital, 3rd Floor, R.No.303, Howrah – 711 109 on Saturday, 22nd day of September, 2018 at 10:00 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 March 31, 2018 as on that date and the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Shri Dinesh Agarwal (Din: 00499238), who retires by rotation, and, being eligible, offers himself for re-appointment.
3. 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 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. Sarp & Associates, Chartered Accountants, (Firm Registration No. 007375C) be and are hereby re-appointed as a Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 18th 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. Appointment of Shri Mahesh Chokhani as a Non – Executive Independent Director**

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 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 Regulation 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, with the Stock exchange (including any statutory modification (s) or re-enactment thereof for the time being in force) Shri Mahesh Chokhani holding (Din No. 07093710), who was appointed as an Additional Non – Executive Independent Director dated August 22, 2018 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 August 21, 2023."

RESOLVED FURTHER THAT Shri Dinesh Agarwal, Managing Director & Kumari Neha Kedia, Company Secretary of the Company 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."

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

Registered Office :

"Ananta Bhavan", 94 Vivekanand Nagar, PO :
Podrah, Andul Road, Near Narayana Hospital,
3rd Floor, R.No.303, Howrah – 711 109

Dated : August 23, 2018

Sd/-
Neha Kedia
(Company Secretary)
ACS - 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.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING FIFTY (50) AND HOLDING IN AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

A MEMBER HOLDING MORE THAN TEN(10) PERCENT 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 SHAREHOLDER.

3. Proxies shall be made available for inspection during twenty four hours before the time fixed for commencement of the meeting and ending with conclusion of the meeting.
4. 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.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of the Members & Share Transfer Books of the Company will remain closed from Sunday, September 16, 2018 to Saturday, September 22, 2018 (both days inclusive), for the purpose of AGM.
6. Members are requested to bring their Admission Slip along with copy of the Report and Accounts to the Annual General Meeting.
7. 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.
8. Members holding shares in physical form are also requested to notify change in address, if any, immediately to the Company's Registrar & Share Transfer Agent M/s. Maheshwari Datamatics Private Limited, 23 R.N Mukherjee Road, 5th Floor, Kolkata - 700 001 by quoting their Folio Number(s).

In case shares are held in electronic form, these information should be passed on directly to their respective Depository Participant (DP).



9. 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. 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.
11. 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.
12. SEBI has made it mandatory for every participant in Capital Market to furnish Income Tax Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit their PAN/Bank Account particulars to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN/Bank Account Particulars details to the Company/RTA for registration of transmission/transposition, deletion of name etc.
13. 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.
14. 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.
15. 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.
16. Members / Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting.
17. **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, and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, 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 facility for voting through ballot/polling papers shall also be made available at the venue of 13th Annual General Meeting and the members who have not cast their votes by remote e-voting shall be able to vote at the meeting through ballot/polling paper.



- II. The E-voting period commences on September 19, 2018 (9:00 am) and ends on September 21, 2018 (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 September 15, 2018 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 September 15, 2018.
- IV. M/s. Rateria & Associates, Practicing Company Secretary, Kolkata (Practicing No. 20125), 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 August 24, 2018.
- VII. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 15, 2018. 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 September 15, 2018.
- 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, 2018 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. September 15, 2018 are requested to send the written / email communication to the Company at 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 acsnikitarateria@gmail.com with a copy marked to 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 :

| | | |
|-------------------------------------|----------------|---------------------|
| EVEN (E Voting Event Number) | USER ID | PASSWORD/PIN |
|-------------------------------------|----------------|---------------------|
 - Please follow all the steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- XI.** 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.
- XII.** 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.
- XIII.** 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).
- XIV.** The Scrutinizer shall within a period not exceeding one (1) 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.



XV. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website 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 Depository Services Limited.

18. The Notice of the 13th AGM and instructions for e-voting, along with the Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s), unless a member has requested a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the documents are being sent by the permitted mode.

19. Members may also note that the Notice of the 13th AGM and the Annual Report 2017-2018 will be available on the Company's website www.anubhavinfrastucture.com. The physical copies of the documents will also be available at the Company's registered office for inspection on all working days except Saturdays between 10:00 am to 1:00 pm upto September 19, 2018. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at info@anubhavinfrastucture.com.

20. Disclosure pursuant to Section 196(4) of the Companies Act, 2013, the SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, and Secretarial Standards-2, with respect to Directors seeking re-appointment/appointment in the forthcoming Annual General Meeting is annexed. The Directors have furnished consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and Rules thereunder.

21. The facility for making/varying/cancelling nomination is available to individuals holding shares in the Company. Nominations can be made in Form-SH.13 and any variation /cancellation thereof can be made by giving notice in Form-SH.14, prescribed under the Companies (Share Capital & Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Company/RTA or from the website of Ministry of Corporate Affairs at www.mca.gov.in.

22. The Ministry of Corporates Affairs, Government of India has introduced a 'Green Initiative in the Corporate Governance' by allowing paperless compliances by the companies for service of documents to their members through electronic mode, which will be in compliance with Section 20 of the Companies Act, 2013.

In view of the above, the Company has communicated through its Annual Report and also through separate letters requesting Members to register their Email Id with the Company/RA. However, members who are desirous of obtaining physical copies of Notices, Postal Ballots, Annual Reports and other documents may forward their written request to the Company/RTA for the same.

23. Members seeking any information or clarifications on the Annual Report are requested to send in written queries to the Company at least one week before the date of the meeting. This would enable the Company to compile the information and provide replies at the meeting.