



**ANUBHAV  
INFRASTRUCTURE  
LIMITED**

**SEVENTEENTH  
ANNUAL REPORT  
2021-22**





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

### **CORPORATE INFORMATION**

#### **BOARD OF DIRECTORS**

##### **Managing Director/ Chief Financial Officer**

Mr. Dinesh Agarwal

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

Mr. Santanu Sen  
Mr. Bitu Pal  
Mrs. Rima Chandra

#### **BOARD COMMITTEES**

##### **Audit Committee**

Mr. Santanu Sen-Chairman  
Mr. Bitu Pal- Member  
Mr. Dinesh Agarwal-Member

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

Mr. Santanu Sen-Chairman  
Mr. Bitu Pal-Member  
Mrs. Rima Chandra – Member

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

Mr. Santanu Sen-Chairman  
Mr. Bitu Pal-Member  
Mr. Dinesh Agarwal-Member

#### **AUDITORS**

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

M/s. Sarp & Associates  
4 Fairlie 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 :**

M/s Kalpana Jhajharia & Associates  
21/D Mohan Lal Street, Shyambazar,  
Kolkata – 700 004

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

Ms. Nikita Rateria (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](mailto:mpdl@cal.vsnl.net.in), [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)  
Website: [info@mdpl.in](http://info@mdpl.in)

##### **Bankers :**

ICICI Bank Limited, R.N. Mukherjee Road Branch  
22, R.N. Mukherjee Road, Kolkata – 700 001  
Bandhan Bank Limited, Dalhousie Branch  
6 N.S Road, BCCI Building, Kolkata -700 001



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# **NOTICE**

**NOTICE** is hereby given that the Seventeenth Annual General Meeting of the Members of **Anubhav Infrastructure Limited** will be held at the Registered Office of the Company at "Ananta Bhavan", 94 Vivekananda Nagar, PO : Podrah, Andul Road, Near Narayana Hospital, 3rd Floor, R.No. 303, Howrah – 711 109 on Friday, 30th day of September, 2022 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, 2022 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 appoint M/s. Harsh Mita & Associates., Chartered Accountants, Kolkata as the Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 17th Annual General Meeting of the Company until the conclusion of the 22nd Annual General Meeting of the Company and to authorize the Board of Directors of the Company to fix their remuneration.

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 other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Harsh Mita & Associates, Chartered Accountants, Kolkata (Firm Registration No.: 327904E) be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of the 17th Annual General Meeting until the conclusion of the 22nd Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors."

## **SPECIAL BUSINESS :-**

### **4. Appointment of Mr. Santanu Sen 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 (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 & applicable provisions of the Regulation 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, with the Stock exchange and other applicable laws, regulations and guidelines, if any, Mr. Santanu Sen holding (Din No. 07020142), who was appointed as an Additional Non – Executive Independent Director dated June 23, 2022 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee, 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."

**RESOLVED FURTHER THAT** Mr. Dinesh Agarwal, Managing Director of the Company be and is hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution and matters incidental and ancillary thereto."

#### **5. Appointment of Mr. Bitu Pal 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 (including any statutory modification (s) or re-enactment thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014 & applicable provisions of the Regulation 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, with the Stock exchange and other applicable laws, regulations and guidelines, if any, Mr. Bit Pal holding (Din No. 01684171), who was appointed as an Additional Non – Executive Independent Director dated June 23, 2022 pursuant to the provisions of Section 161 (1) of the Companies Act, 2013 and the Articles of Association of the Company and on the recommendation of the Nomination & Remuneration Committee, 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."

**RESOLVED FURTHER THAT** Mr. Dinesh Agarwal, Managing Director of the Company be and is hereby severally authorized to do all such acts, deeds and actions as may be necessary, proper or expedient to give effect to this resolution and matters incidental and ancillary thereto."

#### **6. Change of Registered Office from the district of Howrah to Kolkata**

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 12 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded for shifting of Registered Office of the Company from its present location from "Ananta Bhavan", 94 Vivekanand Nagar, P.O-Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No.303, Howrah 711 109 to 1/A Fakir Dey Lane, Bowbazar, Kolkata – 700 012 which is under jurisdiction of Bowbazar Police Station.

**RESOLVED FURTHER THAT** Mr. Dinesh Agarwal, Managing Director and Ms. Nikita Rateria, Company Secretary of the Company be and are hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, West Bengal, the required e-form, and any other statutory body if required, the verification of the suitable of the registered office of the Company and any other necessary documents."

**7. Re-appointment of Mr. Dinesh Agarwal, Managing Director of the Company**

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

**"RESOLVED THAT** pursuant to provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Schedule V of the Companies Act, 2013, approval of the Company be and is hereby accorded to the re-appointment of Mr. Dinesh Agarwal (DIN: 00499238) as the Managing Director of the Company for a period of five years with effect from August 27, 2022 upon the terms and conditions including remuneration payable to him as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board to alter and vary the terms and conditions of the said appointment including remuneration in such manner as may be agreed between the Board and Mr. Dinesh Agarwal.

**RESOLVED FURTHER THAT** the remuneration payable to Mr. Dinesh Agarwal, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013 or such other limits as may be prescribed from time to time.

**RESOLVED FURTHER THAT** in event of no profit or inadequacy of profits, in any financial year, during the term of Mr. Dinesh Agarwal, the Company shall pay Mr. Dinesh Agarwal, the existing remuneration as minimum remuneration in accordance with the applicable provisions of Schedule V of the Act, and subject to the approval of Central Government, if required.

**RESOLVED FURTHER THAT** Ms. Nikita Rateria, Company Secretary of the Company be and hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, usual or expedient, to give effect to the aforesaid resolution."

**Registered Office :**

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

**By Order of the Board**

*For Anubhav Infrastructure Limited*

Nikita Rateria

*(Company Secretary)*

Mem No. 36115

**Dated : August 27, 2022**



**NOTES :**

1. An Explanatory 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. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 24, 2022 to Friday, September 30, 2022, both days inclusive, for the purpose of AGM and payment of dividend.
5. Dividend, if declared, would be paid within thirty days from the date of declaration to Members whose names appear as beneficial owners with the Depositories or in the Register of Members as on as on September 02, 2022.

Members holding shares in demat form may note that bank account particulars registered against their respective demat accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Maheshwari Datamatics Pvt. Ltd., cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the members. Further, in case the shares are held in physical mode, members are requested to furnish Bank account particulars (viz. Account No., Name and Branch of the Bank, IFSC Code and MICR Code) to the RTA to ensure that there is no fraudulent encashment of the warrants.

6. 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.



7. Members are requested to bring their Admission Slip along with copy of the Report and Accounts to the Annual General Meeting.
8. 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.
9. 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).

10. 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. 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](http://www.anubhavinfrastucture.com).
13. 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.
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. Members / Proxies should bring the enclosed Attendance Slip duly filled in for attending the meeting.
18. **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 17th 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 Tuesday, September 27, 2022 (9:00 am) and ends on Thursday, September 30, 2022 (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 23, 2022 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 23, 2022.
- IV. M/s. Kalpana Jhajharia & Associates, Practicing Company Secretary, Kolkata (Practicing No. 22484), 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 September 02, 2022.
- VII. The shareholders shall have one vote per equity share held by them as on the cut-off date of September 23, 2022. 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 23, 2022.
- 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 September 23, 2022 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