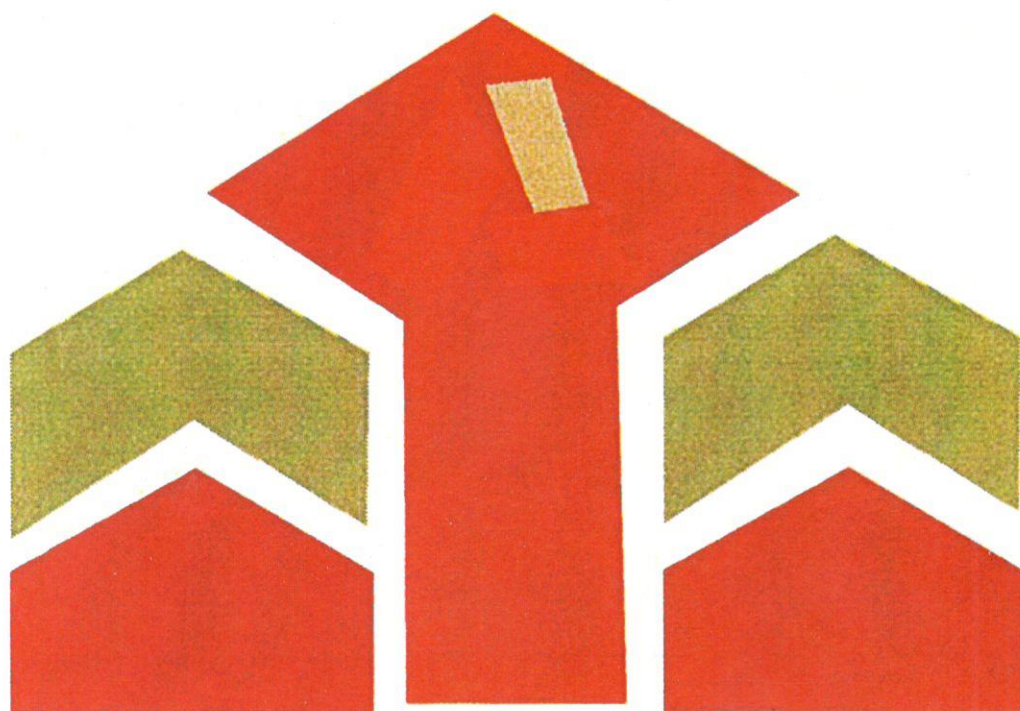


32nd
ANNUAL REPORT
2016-2017



ANUBHAV INDUSTRIAL RESOURCES LIMITED

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BOARD OF DIRECTORS:

Mrs. Vidya Mahesh Chalke	:	Managing Director (DIN: 02903650)
Mr. Vijay Pandere	:	Independent Non-Executive Director (DIN: 03439210)
Mr. Ramesh Khetan	:	Independent Non-Executive Director (DIN: 03315837)
Mrs. Priti Rathi	:	Independent Non-Executive Director (DIN: 02955237)
Mr. Rajeev Ramchandra Padhye	:	Additional Executive Director (DIN: <u>07064915</u>) (w.e.f.23-08-2017)
Mr. M.V.V. Ramana Varma	:	Additional Independent Non-Executive Directors (DIN: 01915394) (w.e.f.23-08-2017)

STATUTORY AUDITORS:

Shyam C. Agrawal & Co.
Chartered Accountants,
Mumbai

SECRETARIAL AUDITORS:

Samata Saraf
Company Secretaries
Mumbai

BANKERS:

Axis Bank Limited

REGISTRARS & SHARE TRANSFER AGENTS:

M/s Purva Share Registry (India) Private Limited,
Unit No. 9, Shiv Shakti Industrial Estate, J.R. Boricha Marg,
Opp. Kasturba Hospital Lane
Lower Parel (E), Mumbai 400 011
Website: www.purvashare.com
Email: busicomp@vsnl.com, busicomp@gmail.com

REGISTERED OFFICE:

Unit No.806, 8th Floor, Samarth Aishwarya Co-Operative Society Ltd.,
Adarsh Nagar, Off Link Road, Oshiwara, Andheri(West), Mumbai –
400053 Maharashtra, India
CIN: L17117MH19985PLC282717
Tel.: 022-66970244/45
E-Mail: anubhavindustrial@gmail.com
Website: www.anubhavindustrialresources.com

SHARES LISTED AT:

1. Metropolitan Stock Exchange of India Ltd.
(Formerly known as “MCX Stock Exchange Limited”)
2. BSE Limited

32nd ANNUAL GENERAL MEETING:

Date: September 27, 2017
Day: Wednesday
Time: 3.00 p.m.
Place: Unit No.806, 8th Floor, Samarth
Aishwarya Co-Operative Society Ltd.,
Adarsh Nagar, Off Link Road, Oshiwara,
Andheri(West), Mumbai – 400053
Maharashtra, India

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 32ND ANNUAL GENERAL MEETING OF ANUBHAV INDUSTRIAL RESOURCES LIMITED WILL BE HELD ON WEDNESDAY THE SEPTEMBER 27TH 2017 AT 3.00 P.M. AT UNIT NO.806, 8TH FLOOR, SAMARTH AISHWARYA CO-OPERATIVE SOCIETY LTD., ADARSH NAGAR, OFF LINK ROAD, OSHIWARA, ANDHERI(WEST), MUMBAI – 400053 MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2017 including audited Balance sheet as at March 31, 2017 and the statement of Profit & Loss for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. 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 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof for the time being in force), M/s. Sarath & Associates, Chartered Accountants, Mumbai (Firm Registration No.005120S), be and are hereby appointed as Statutory Auditors of the Company, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (subject to ratification of such appointment by Members at every Annual General Meeting) till the conclusion of the 37th Annual General Meeting of the Company on such remuneration as may be decided by the Audit Committee / Board of Directors of the Company from time to time”.

SPECIAL BUSINESS:

3. To consider and if thought fit to pass the following resolution as an Ordinary Resolution.

Determination of a fee to be charged from members for delivery of documents in their desired mode.

“RESOLVED THAT pursuant to provisions of section 20 and other applicable provisions of the Companies Act, 2013 and respective rules made thereunder, the members of the company hereby approve that on receipt of request from a member requesting a delivery of any document through a particular mode, a fee of Rs. 50/- per document be levied or charged from a member of the company, over and above the re-imbursement of actual expenses incurred by the company for sending of the document to him in the desired manner.

“RESOLVED FURTHER THAT the estimated fees for delivery of the documents shall be paid by the members in advance to the Company, before dispatch of such document(s).

“RESOLVED FURTHER THAT the key managerial personnel of the company, be and hereby severally authorized to do all such acts, deeds, things and matters as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty or doubt that may arise in respect of that matter, including determination of estimated fees for delivery of document to be paid in advance by member(s) of the company.

4. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. Rajeev Ramchandra Padhye (DIN: 07064915), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) and whose term of office expires at the ensuing Annual General Meeting and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with a deposit of Rs.1,00,000/- in terms of Section 160 of the Act from a Member proposing his candidature for the office of Director.”

5. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT Shri. M.V.V. Ramana Varma (DIN: 01915394), who was appointed as an Additional Director on the Board of Directors of the Company in terms of Section 161(1) of the Companies Act, 2013 (‘the Act’) and whose term of office expires at the ensuing Annual General Meeting and who meets the criteria of Independence as provided under Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing along with a deposit of Rs.1,00,000/- in terms of Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed, in accordance with Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the corresponding Rules framed thereunder, as an Independent Director to hold office for a term of 5 (Five) years with effect from the date of this Annual General Meeting upto the conclusion of Annual General Meeting of the Company to be held in the calendar year 2022.”

6. To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

Appointment of Mr. Rajeev Ramchandra Padhye (DIN: 07064915)) as a Whole Time Director designated as an Executive Director.

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration committee and approval of Board and subject to the provisions Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013, if any and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule - V of the Companies Act, 2013, and the consent of members of the Company be and is hereby accorded to the appointment of Mr. Rajeev Ramchandra Padhye (DIN: 07064915), as a Whole Time Director designated as an Executive Director of the Company for a period of (03) Three years on the terms and conditions of appointment and remuneration as mentioned in detail in Explanatory Statement a copy thereof initialed by the chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter vary such terms of appointment and remuneration so within the limits as specified in Schedule V of the Companies Act, 2013, as may be agreed to by the Board of Directors and Mr. Rajeev Ramchandra Padhye (DIN: 07064915).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Director or Director(s) to give effect to the aforesaid resolution”.

By Order of the Board

**For ANUBHAV INDUSTRIAL RESOURCES
LIMITED**

Sd/-

**Mrs. VIDYA MAHESH CHALKE
MANAGING DIRECTOR
DIN: 02903650**

**DATE: 23rd August, 2017
PLACE: MUMBAI**

32nd ANNUAL GENERAL MEETING:

Date: September 27. 2017
Day: Wednesday
Time: 3.00 p.m.
Place: Unit No. 806, 8th Floor, Samarth
Aishwarya Co-Operative Society Ltd.,
Adarsh Nagar, Off Link Road, Oshiwara,
Andheri(West), Mumbai – 400053 .

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF.** A proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the Commencement of the meetings. Proxies

submitted on behalf of companies, societies etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as Proxy for more than 50 members and holding in the aggregate not more than 10 percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than 10 percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
2. **Every** member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty four hours before the time fixed for the commencement of the Annual General Meeting and ending on the conclusion of the meeting. However, a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
4. The Register of Members and Share Transfer Books from **Wednesday the 20th September, 2017 to Wednesday the 27th September, 2017** (both days inclusive).
5. 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.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. Relevant documents referred to in the accompanying Notice and the Statement is 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. Brief profile of Directors 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 Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are provided in the Notes.

9. The Ministry of Corporate Affairs, New Delhi (MCA) has taken a “Green Initiative” by permitting paperless compliance by companies vide its Circular No. 17/2011 dated 21.04.2011 and Circular No.18/2011 dated 29.04.2011 after considering certain provisions of the Information Technology Act, 2000 and has clarified that the service of documents by a company can be made through electronic mode instead of sending physical copy of document(s). In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your E-Mail ID with RTA.
10. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2016 - 2017 are being sent by e-mail to those Members who have registered their e-mail address with the Company’s Registrars and Share Transfer Agents (RTA) (in respect of shares held in physical form) or with their Depository Participants (DPs) (in respect of shares held in electronic form) and made available to the Company by NSDL and CDSL.
11. Members holding shares in electronic form may note that as per the regulations of NSDL and CDSL, the Company is obliged to print the details on the dividend warrants as furnished by these Depositories i.e. bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA 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 by the members only to their DPs.
12. Members are advised to register/update their address, e-mail addresses to their DPs in case of shares held in electronic forms and to the Company’s RTA in case of shares held in physical form for receiving all communications, including Annual Report, Notices, Circulars, etc. from the Company.
13. Members desiring any relevant information on account at the 32nd Annual General Meeting are requested to write to the Company well in advance to ensure that such requests reach the Company’s registered office at least 7 days before the date of the 32nd Annual General Meeting, so as to enable the Company to keep the information ready.
14. Entry to the venue will be strictly regulated by the attendance slip which is annexed to the proxy form. Members are requested to produce the attendance slip duly signed along with photo identity proof i.e. Pan Card / Driving licence / Passport Copy, if any, at the entrance of venue.
15. Members holding shares in physical form and desirous of making a nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014, may fill SH-13 and send the same to the office of RTA of the Company. In case of shares held in dematerialized form, the nomination / change in nomination should be lodged with their DPs.
16. Members, who hold shares in:
 - a. Multiple De-mat accounts and/ or
 - b. One or more folios in physical form are advised to consolidate their holdings in single De-mat account.
17. Members are requested to correspond with RTA for all matters relating to shareholding in the Company.
18. Members please note that as a measure of economy, copies of the Annual Report of the 32nd Annual General Meeting will not be distributed at the venue.

19. Prevention of Frauds: You are advised to exercise due diligence and notify your DP of any change in address, stay abroad or demise of any shareholder as soon as possible. Do not leave your Demat account dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
20. Confidentiality of Security Details: Do not disclose your Folio Nos. / DP ID / Client ID to unknown persons. Do not hand over signed blank transfer deeds, delivery instruction slips to any unknown persons.
21. Dealing of Securities with Registered Intermediaries: Members must ensure that they deal with only SEBI registered intermediaries and must obtain a valid contract note / confirmation memo from the broker / sub-broker, within 24 hours of execution of the trade and it should be ensured that the Contract Note / Confirmation Memo contains order no., trade no., trade time, quantity, price and brokerage.
22. Members can opt for one mode of voting i.e. either by physical Assent / Dissent or through e-voting. If Members opt for e-voting then do not vote by Physical Assent / Dissent or vice versa. However, in case Members cast their vote both by Physical Assent / Dissent and e-voting, then voting done through e-voting shall prevail and voting done by Physical Assent / Dissent will be treated as invalid.
23. In terms of the provisions of Section 107 of the Companies Act, 2013, since the resolutions as set out in this Notice are being conducted through e-voting or physical Assent / Dissent, the said resolutions will not be decided on a show of hands at the AGM. The voting right of all shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Wednesday the 20th September, 2017 may cast their vote electronically.
24. In Compliance with the provisions of section 108 of the Act and the Rules framed thereunder, and the Regulation 44 of the SEBI (LODR), Regulations, 2015, the members are provided with the facility to cast their electronically, through the e-voting services provided by CDSL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as sent out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot form are given at the back of the said form and instructions for e-voting are given here in below. Resolutions passed Members through Ballot Forms or e-voting is /are deemed to have been passed as if they have been passed at the AGM.
25. Mr. Hemant Shetye, Partner of HS Associates, Company Secretaries, C.P. No. 1483; Practicing Company Secretary [Membership No. FCS: 2827], has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the ballot forms received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
26. The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be above to exercise their right at the meeting.
27. The members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
28. Members can opt for only one mode of voting, i.e. either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and vote cast through ballot Form shall be treated as invalid.
29. Members who do not have access to e-voting facility may send duly completed Assent / Dissent Form (enclosed with the Annual Report) so as to reach the Scrutinizer

appointed by the Board of Directors of the Company, Mr. Hemant Shetye, Partner of HS Associates, Company Secretaries, C.P. No.1483 ; Practicing Company Secretary (Membership No. FCS: 2827), at the Registered Office of the Company not later than **Tuesday the September 26, 2017 (5.00 p.m. IST)**. Members have the option to request for physical copy of the Assent / Dissent Form by sending an e-mail to anubhavindustrial@gmail.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Assent / Dissent Form should reach M/s. Purva Sharegistry (I) Pvt Ltd. Unit No. 9, Shiv Shakti Industrial Estate, J .R. Boricha Marg, Opp. Kasturba Hospital Lane Lower Parel (E). Mumbai 400 011 Email: busicomp@vsnl.com / busicomp@gmail.com Tel: 91-22-2301 6761 / 8261 not later than **Tuesday the September 26, 2017 (5.00 p.m. IST)** (5.00 p.m. IST) Assent / Dissent Form received after this date will be treated as invalid.

30. The instructions for shareholders voting electronically are as under:

- a. The voting period begins on Sunday, 24th September, 2017 (09:00 a.m. IST) and ends on Wednesday, 26th September, 2017 (05:00 p.m. IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday the 26th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website www.evotingindia.com.
- d. Click on Shareholders.
- e. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- h. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>For demat shareholders: Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>For physical shareholders, please use the first two letters of your name and the 8 digits of the sequence number in the PAN field.</p> <ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0’s before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or

Details OR Date of Birth (DOB)	in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
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- i. After entering these details appropriately, click on “SUBMIT” tab.
- j. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- k. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- l. Click on the EVSN - **170901100** for the relevant ANUBHAV INDUSTRIAL RESOURCES LIMITED on which you choose to vote.
- m. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- n. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- o. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- p. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- q. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- r. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- s. **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.