



**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](mailto:info@anubhavinfrastucture.com) Website : [www.anubhavinfrastucture.com](http://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](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 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](http://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](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 [acsnikitarateria@gmail.com](mailto:acsnikitarateria@gmail.com) 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</b> (E Voting Event Number)	<b>USER ID</b>	<b>PASSWORD/PIN</b>
-------------------------------------	----------------	---------------------
  - 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](http://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](http://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](http://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](mailto: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 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](http://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.



24. The shares of the Company are under compulsory demat list of SEBI w.e.f October 01, 2000. The trading in equity shares can be only in demat form. In case you do not hold shares in demat form, you may do so by opening account with a depository participant and complete dematerialization formalities.

**MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO CONVERT THEIR HOLDING TO DEMATERIALISED FORM THROUGH DEPOSITORY PARTICIPANT.**

25. Relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays between 10:00 am to 1:00 pm upto September 19, 2018 and will also be available for inspection at the Meeting.

26. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

Shri Mahesh Kumar Chokhani is an Additional Non-Executive Independent Director of the Company and has held the positions as such from August 22, 2018.

It is proposed to appoint Shri Mahesh Kumar Chokhani as a Non-Executive Independent Directors not liable to retire by rotation pursuant to the provisions of Sections 149, 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 Regulation 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, to hold office for five consecutive years till August 21, 2023 from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held on the financial year 2022-2023.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act proposing the candidatures of each of Shri Mahesh Kumar Chokhani for the office of Directors of the Company.

The Company has also received declarations from Shri Mahesh Kumar Chokhani that they meet with the criteria of independence as prescribed both under sub-Section (6) of Section 149 of the Act and under Regulation 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. In the opinion of the Board, the director fulfils the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

Brief resume of Shri Mahesh Kumar Chokhani, nature of their expertise in specific functional areas and 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 16 & 17 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are given in the Annexure to the Notice forming part of the Annual Report.

Copy of the draft letter for appointment Shri Mahesh Kumar Chokhani as an Independent Director setting out the terms and conditions are available for inspection by members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.



Except Shri Mahesh Kumar Chokhani, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board recommends the Special Resolutions set out at Item Nos. 4 of the Notice for approval by the shareholders.

**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**



**ANNEXURE TO NOTICE**

**Details of the Directors Seeking Appointment / Re-Appointment in Forthcoming Annual General Meeting. (In pursuance of Regulation 36 (3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.**

<b>Name of the Director</b>	<b>Shri Dinesh Agarwal</b>	<b>Shri Mahesh Kumar Chokhani</b>
<b>Date of Birth</b>	15/07/1979	12/11/1959
<b>Date of Appointment</b>	12/07/2012	24/08/2017
<b>Qualification</b>	Higher Secondary & B.com	B.Com (Hons.)
<b>Expertise in specific functional areas</b>	He has over 10 years of experience in the field of finance, accounts, taxation and other related statutory areas.	Wide managerial and administrative experience.
<b>List of other Companies in which Directorship held</b>	Parmeshwar Barter Private Limited Parmeshwar Mercantile Private Limited	Topflow Highrise Private Limited Topflow Computech Private Limited Topflow Vincom Private Limited Fastspeed Impex Private Limited Bluemotion Corporation Private Limited Twinkle Vanijya Private Limited Malhotra Spear Jackson Saws Mfg. Co Pvt. Ltd. Snehsil Marketing Private Limited Sugam Vinimay Private Limited Fastspeed Industries Private Limited Bluemotion Media Private Limited Bluemotion Logistics Private Limited Silverpoint Infratech Limited Topflow Financial Consultant Private Limited Topflow Infratech Private Limited
<b>Chairman / Member of the Committees of the Board of other Companies on which he is a Director</b>	Nil	Nil
<b>No. of Equity Shares held in the Company</b>	22000	Nil



## DIRECTORS REPORT

### Dear Shareholders,

Your Directors have pleasure in presenting their Thirteenth Annual Report on the business and operations of the Company together with the Audited Statement of Accounts for the year ended March 31, 2018.

### Financial Highlights

During the year under review, performance of your Company as under :

*(Amount in Rupees)*

<u>Particulars</u>	<u>Year Ended 31st March, 2018</u>	<u>Year Ended 31st March, 2017</u>
Turnover	6,826,102	219,182,849
Profit/(Loss) before taxation	232,722	427,566
Less: Tax Expense	54,261	132,118
<b>Profit/(Loss) after tax</b>	<b>178,461</b>	<b>295,448</b>
Add: Balance B/F from the previous year	22,165,066	21,869,618
Balance Profit / (Loss) C/F to the next year	22,343,527	22,165,066

**Note :** The above mentioned figures in the Financial Highlight is based on the Report of Standalone Balance Sheet as the Company is not required to prepare consolidated Balance Sheet as the Company has transferred the management of its subsidiary Company.

### Listing of Equity Shares on BSE Mainboard Platform

The Directors are pleased to inform that the Company has got its Equity Shares listed on BSE SME Platform on December 12, 2014 and got its shares migrated from BSE-SME Platform to the Main Board of BSE Limited on May 15, 2017 and the Company has paid the Listing Fees to the said Stock Exchanges on time.

### Review of Operations

During the year under review the Company has recorded a turnover of Rs. 6,826,102/- as compared to Rs. 219,182,849/- in the previous year. The Company has recorded a net profit of Rs. 178,461/- as compared to Rs. 295,448/- in the previous year.

### Share Capital

The Company has 214,148,880 Equity Share Capital for the Financial Year ended March 31, 2018. The Company has not increased its Capital throughout the year.

### Dividends

In view of the planned business growth, your Directors deem it proper to preserve the resources of the Company for its activities and therefore, do not propose any dividend for the Financial Year ended March 31, 2018.

**Transfer to Reserves**

The Company proposes to transfer a sum of Rs. 178,461/- to Reserve and Surplus for the Financial Year ended March 31, 2018.

**Number of meeting of Board of Directors**

During the Financial Year 2017-18 twelve meetings of the Board of Directors were held. The Provisions of Companies Act, 2013 and Listing Obligations and Disclosure Requirements (LODR) were adhered to while considering the maximum time gap between any two meetings was less than one hundred and twenty days. Details of the Board meetings held during the financial year have been furnished in the Corporate Governance Report forming part of this Annual Report. The date on which the Board Meeting were held is given below :

17.04.2017	23.08.2017	26.12.2017
30.05.2017	25.09.2017	18.01.2018
19.07.2017	23.10.2017	14.02.2018
14.08.2017	14.12.2017	19.03.2018

**Meeting of Independent Directors**

During the year under review, a separate meeting of Independent Directors was held on March 19, 2018 wherein the performance of the Non-Independent Director and the Board as a whole was reviewed. The Independent Director at their meeting also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board of Directors of the Company.

**Committees of the Board :**

The Company has constituted / re-constituted various Board level committees in accordance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Details of all the Committees along with their composition and meetings held during the year under review are provided in the Report on Corporate Governance forming part of this Annual Report.

**Audit Committee :**

The Audit Committee presently comprises of Shri Mahesh Kumar Chokhani, Chairman, Shri Dinesh Agarwal and Shri Ajay Kumar Khandelwal as Members. The terms of reference of the Audit Committee and the particulars of the meetings held and attendance thereat are in accordance with the requirements mandated under Section 177 of the Companies Act, 2013 read with the rules made thereunder and Regulation 18 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report. There has been no instance where the Board has not accepted the recommendations of the Audit Committee.

**Nomination & Remuneration Committee :**

The Nomination & Remuneration Committee presently comprises of Shri Ajay Kumar Khandelwal, Chairman, Shri Rishi Boyed, and Smt. Rima Chandra as Members. The terms of reference of the Nomination & Remuneration Committee and the particulars of the meetings held and attendance thereat are in accordance with the



requirements mandated under Section 178 (1) of the Companies Act, 2013 read with the rules made thereunder and Regulation 19 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report.

**Stakeholders Relationship Committee :**

The Stakeholders Relationship Committee presently comprises of Shri Mahesh Kumar Chokhani, Chairman, Shri Ajay Kumar Khandelwal, and Shri Dinesh Agarwal as Members. The terms of reference of the Stakeholders Relationship Committee and the particulars of the meetings held and attendance thereat are in accordance with the requirements mandated under Section 178 (5) of the Companies Act, 2013 read with the rules made thereunder and Regulation 20 of SEBI (LODR) Regulations, 2015 has been furnished in the Corporate Governance Report forming a part of this Annual Report.

**State of the Company's Affairs**

The Company is engaged in the business of Civil & Construction Works. There has been no change in the business of the Company during the financial year ended March 31, 2018.

**Change in the nature of Business, if any**

There was no change in the nature of business of the Company during the financial year ended March 31, 2018.

**Material Changes and Commitments affecting financial position of the Company, occurring after Balance Sheet date**

There were no material changes and commitments in the business operations of the Company affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report (23.08.2018).

**Extract of Annual Return**

The extract of the Annual Return in Form No. MGT-9 pursuant to the provisions of Section 92 of the Companies Act, 2013 and Rule 12 of the Companies (Management & Administration) Rules, 2014 is annexed hereto as **Annexure - II** and forms part of Director Report.

**Loans, Guarantees and Investments**

During the Financial year the Company has made Loan, Guarantees, Advances & Investment within the limits as prescribed under Section 186 of the Companies Act, 2013.

**Particulars of Contracts or Arrangements with Related Parties :**

A Related Party Transaction Policy has been formulated by the Board of Directors for determining the materiality of transactions with related parties and dealing with them. The said policy may be referred to at the Company's website at [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com).

The Audit Committee reviews all related party transactions. All contracts or arrangements with related parties, entered into or modified during the financial year, within the meaning of Section 188 (1) of Companies Act, 2013





were in ordinary course of business and on arm's length basis and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulation.

There are no material contracts or arrangements entered into by the Company during the year with Related Parties. There are no materially significant related party transactions entered into by the Company with promoters, directors, key managerial personnel or other designated persons or related party as per definition contained u/s 2(76) of the Act, which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies (Accounts) Rules, 2014 in Form AOC-2 has been enclosed as **Annexure – III** is attached herewith and forms part of this Director's Report.

**Conservation of Energy and Technology Absorption and Foreign Exchange Earnings and Outgo :**

Particulars of Conservation of energy, technology absorption and foreign exchange and outgo as required under Section 134 (3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 are not applicable to the Company. The disclosures are annexed as **Annexure-IV** and forms part of this Annual Report.

**Details of Directors and Key Managerial Personnel**

During the period the Board of the Company was reconstituted for the purpose of better growth and expansion and diversification of the business of the Company.

**a) Appointment of Independent Director**

During the year under review the Board of Directors of the Company has appointed Shri Mahesh Kumar Chokhani, (Din: 07093710) as an Additional Non-Executive Independent Director of the Company w.e.f August 22, 2018.

**b) Cessation in Directorship during the Year**

Mr. Prasenjit Basak, Whole-time Director of the Company has been removed from the Board as he has expired on September 11, 2018.

Shri Rishi Boyed, (Din : 07537182) Non-Executive Independent Director has resigned from the Board w.e.f August 22, 2018.

**c) Statement on declaration given by Independent Directors under sub- Section (6) of Section 149**

Your Company has received declarations from all the Independent Directors pursuant to Section 149 (7) of the Companies Act, 2013 of the Company confirming that they meet the criteria of interdependence as prescribed both under Section 149 (6) of the Companies Act, 2013 read with rules made thereunder and Regulation 16 (1) (b) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**d) Retirement by Rotation**

During the financial year 2017-18, the Company has three Non-Executive Independent Directors and one Managing Director. According to Companies Act, 2013 Independent Director is not liable to retire by rotation and Mr. Dinesh Agarwal, Managing Director is liable to retire by rotation and being eligible, offers himself for re-appointment.



The Board recommends his re-appointment with a view to avail her valuable advises and wise counsel.

A brief profile of the Director seeking appointment / re-appointment required under Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is given in the Notice of AGM forming part of the Annual Report.

None of the Directors of the Company are disqualified for being appointed as Directors, as specified in Section 164 (2) of the Companies Act, 2013 and Rule 14 (1) of the Companies (Appointment & Qualification of Directors) Rules, 2014.

**e) Key Managerial Personnel :**

The Board of Directors of the Company had appointed Smt. Neha Kedia as Company Secretary/ Compliance Officer of the Company with effect from 26th February, 2016 to look after the compliances of the Company.

Shri Dinesh Agarwal, Managing Director of the Company is being only appointed as a Chief Financial Officer of the Company w.e.f February 14, 2018 and Smt. Bijeyata Agarwal has resigned from the post of Chief Financial Officer of the Company on the same date.

Shri Dinesh Agarwal, Managing Director and Chief Financial Officer & Smt. Neha Kedia, Company Secretary of the Company are the Whole-time Key Managerial Personnel of the Company as per Section 203 of the Companies Act, 2013.

**f) Familiarization Programme undertaken for Independent Directors**

The Independent Directors are familiarized with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. pursuant to Regulation 25 (7) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 on appointment, the Independent Director is issued a letter of appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a Director. The Directors also explained in detail the various compliances required from him to act as a Director under the various provisions of the Companies Act, 2013, SEBI (LODR) Regulation, 2015, SEBI (Prohibition of Insider Trading) Regulation, 2011, the Code of Conduct of the Company and other relevant regulations. The details of familiarization is available on Company's website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com).

**Formal Annual Evaluation :**

Pursuant to the requirements of the Companies Act, 2013 and the SEBI Listing Regulations, evaluation of each member of the Board is done on an annual basis. One of the vital function of the Board is monitoring and reviewing



the Board evaluation framework formulated by the Nomination and Remuneration Committee that lay down the evaluation criteria for the performance of all the individual Directors Board and its Committees was carried out. In accordance with the provisions of Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the and its committees, Board culture, execution and performance of specific duties, obligations and governance.

**a) Criteria for evaluation of the Board of Directors as a whole**

- i. Frequency of meetings;
- ii. Length of meetings;
- iii. Administration of meeting;
- iv. Number of Committees and their roles;
- v. Flow of information to Board members and between Board members
- vi. The quality and quantity of information; and
- vii. Disclosure of information to the stakeholders.

**b) Criteria for evaluation of individual Directors**

- i. Commitment to fulfillment of Director's obligations and fiduciary responsibilities;
- ii. Attendance and contribution at Board/Committee meetings;
- iii. Ability to contribute by introducing best practices to address top management issues;
- iv. Monitoring management performance and development;
- v. Participation in long-term strategic planning
- vi. Ability to contribute and monitor corporate governance practices;
- vii. Statutory compliance & Corporate governance practices;
- viii. Time spent by each of the members;
- ix. Core competencies; and
- x. Guiding Strategy.

The Directors express their satisfaction over the evaluation process and results thereof.

**Management Discussion and Analysis Report :**

A separate report on Management Discussion and Analysis is annexed as part of Annual Report along with the Auditors Certificate in compliance with SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.



**Subsidiaries, JVs or Associate Companies :**

The Company does not have any Joint Ventures, Associate or Subsidiary Companies. The Company has transferred the management of all the subsidiary Company on May 30, 2017

**Particulars of Employees and Related Disclosures :**

Disclosures pertaining to remuneration and other details under Section 197(12) of the act read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended are annexed as **Annexure-V**. However, as per the provisions of Section 136 of the Companies Act, 2013, the reports and accounts are being sent to the Members and others entitled thereto, excluding the disclosure on particulars of employees which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

Disclosures pertaining to Remuneration and Statement showing the names of top ten employees in terms of remuneration drawn, as required under Section 197(12) of the Act and Rule 5(2) & 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (as amended) is not applicable to the Company.

**Directors Responsibility Statement :**

Pursuant to clause (c) of sub-section (3) of Section 134 and Section 134(5) of the Companies Act, 2013, the Board of Directors of the Company hereby state and confirm that :

- a) **Accounting Standard** : In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures.
- b) **Accounting Policies** : The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- c) **Proper Efficient and Care** : The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) **Going Concern Basis** : The Directors had prepared the annual accounts on a going concern basis.
- e) **Compliance with all laws** : The Directors had devised proper system to ensure compliance with the provision of all applicable laws and that such systems were adequate and operating effectively.
- f) **Internal Financial Controls** : The Directors had laid down internal financial control to be followed by the Company and that such internal financial control are adequate and operating effectively.



**Board's Comment on the Auditor's Report :**

The observations of the Statutory Auditors, when read together with the relevant notes to the accounts and accounting policies are self-explanatory.

**Risk Management Policy :**

The Board of Directors of the Company has formulated a Risk Management policy which aims at enhancing shareholders value and providing an optimum risk reward tradeoff. The risk management approach is based on a clear understanding of the variety of risks that the organization faces, disciplined risk monitoring and measurement and continuous risk assessment and mitigation measures. In the opinion of the Board, none of the risks faced by the Company threaten the existence of the Company.

The Company has adequate internal control systems and procedures to combat risks. The risk management procedure is reviewed by the Audit Committee and Board of Directors on a quarterly basis at the time of review of quarterly financial results of the Company. This policy is also available on the Company's website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com).

**Internal Financial Control Systems :**

1. The Company has appointed Internal Auditors to observe the Internal Controls who regularly monitors if the workflow of the organization is being done through the approved policies of the Company. In every half year ended during the approval of Financial Results, Internal Auditors present the Internal Audit Report.
2. The Board of Directors of the Company has adopted various policies like Related Party Transaction Policy, Whistle Blower Policy and other procedures for ensuring the orderly and efficient conduct of its business. The Company system of internal control has been designed to provide a reasonable assurance with regard to maintaining of proper accounting controls, monitoring of operations, safeguarding of its asset, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and timely preparation of financial information.

**Whistle Blower Policy/ Vigil Mechanism :**

The Company has established an effective Whistle Blower Policy person to the Companies Act, 2013 and SEBI listing Regulation, 2015. The said policy may be referred to at the company's website at the following web link [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com)

The Whistle Blower Policy aims at conducting the affairs of the Company in a fare and transparent manner by adopting the highest standard of professionalism, honesty, integrity and ethical behavior. All permanent employees of the Company are covered under the Whistle Blower Policy.



A mechanism has been established for employees to report concern about un-ethical behavior, actual or suspected fraud or violation of code of conduct and ethics. It also provides for educate safeguards against the victimization of employees who abuse the mechanism and allows direct access to the Chairman of the Audit Committee in exceptional cases.

**Corporate Governance :**

A report on Corporate Governance pursuant to the provisions of Regulation 34 read with point C & E of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, for the Financial Year ended March 31, 2018 along with the Auditors Certificate from the Practicing Company Secretaries on its compliance are annexed to this Annual Report.

**CEO/CFO Certification :**

The CEO/CFO Certificate on the financial statements of the Company as required under Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 forms part of this Annual Report.

**Transfer of Amounts to Investor Education and Protection Fund :**

Pursuant to applicable provisions of the Companies Act, 2013 ("the Act") read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company did not have any funds lying unpaid or unclaimed. Therefore, there was no funds which were required to be transferred to Investor Education And Provident fund (IEPF).

**Auditors :****a) Statutory Auditors :**

Statutory Auditors : The Company Auditor M/s. Sarp & Associates, Chartered Accountants, has expressed their willingness for re-appointment as Statutory Auditors of the Company. Pursuant to the provisions of Section 139 & 142 and other applicable provisions; if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 there under, M/s. Sarp & Associates, Chartered Accountants, (Firm Registration No. 007375C) are proposed to be re-appointed as Statutory Auditors of the Company at the 13th Annual General Meeting (AGM) to be held on September 22, 2018 to hold office from the conclusion of this Annual General Meeting till the conclusion of the 18th Annual General Meeting, subject to the ratification by the Members at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses by them for the purpose of audit.



In this regard, M/s. Sarp & Associates, Chartered Accountants, (Firm Registration No. 007375C) have submitted their written consent that they are eligible and qualified to be re-appointed as Statutory Auditors of the Company in terms of Section 139 of the Companies Act, 2013 and also satisfy the criteria provided in Section 141 of the Companies Act, 2013.

b) **Internal Auditors :**

Pursuant to Section 138 of the Companies Act, 2013 the Company had re-appointed M/s. Jain Prasad & Co. as the Internal Auditor of the Company to carry out the internal auditor of the functions and activities of the Company.

c) **Secretarial Auditor :**

Pursuant to Section 204 of the Companies Act, 2013 of the Company has appointed Shri Vinay Lakhani (C.P No. 14847), Practicing Company Secretaries to conduct the secretarial audit of the Company for the financial year 2017-18. The Company had provided all assistance and facilities to the Secretarial Auditor for conducting their audit. The report of the Secretarial Auditor for the financial year 2017-18 is annexed to this report ***Annexure- I*** (MR-3).

There are no qualifications or adverse remarks in their Report.

**Deposits :**

Your Company has not accepted any Fixed Deposit under Chapter-V of the Companies Act, 2013 during the financial year and as such, no amount on account of Principal or Interest on Deposits from Public was outstanding as on March 31, 2018.

**Corporate Social Responsibility :**

In pursuance of the provisions of Section 135 of the companies Act 2013, the CSR provisions were not applicable to the Company.

**Code of Conduct :**

The Board of Directors has approved a code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day operations of the Company in accordance with the applicable Accounting Standards. The code laid down by the Board is known as "Code of Conduct". The code has been posted on the Company's website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com).

**Prevention of Insider Trading :**

The Company has adopted a Code of Conduct for prevention of Insider Trading with a view to regulate trading in Securities by the Directors and designated employees of the Company. The Code requires pre- clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading window is closed. The Board is responsible for implementation of the code.

All Board Directors and the designated employees have confirmed compliance with the code.

**Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 :**

The Company has formulated a policy for the prevention of sexual harassment within the Company. It ensures prevention and deterrence of acts of sexual harassment and communicates procedures for their resolution and settlement. Internal Complaint Committee have been constituted which is chaired by a female employee of the Company in accordance with the requirements under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 which ensures implementation and compliance with the Law as well as the policy at every unit. There were no cases/ complaints reported in this regard during the year 2017-18. A copy of the Policy against sexual harassment is posted on the Company's Website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com).

**Nomination and Remuneration Policy of the Company :**

The Nomination & Remuneration Policy has been formulated pursuant to the provisions of Section 178 and other applicable provisions of the Companies Act, 2013 and rules thereto stating therein the Company's policy on Directors, payment of managerial remuneration, Directors qualifications, positive attributes, independence of Directors by the Nomination & Remuneration Committee which was revised and reviewed by the Board of Directors at its meeting held on February 14, 2018. The said policy is furnished as **Annexure-VI** And forms part of this report and also can be accessed at the Company's website at [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com)

**Human Resources :**

The Company believes in best HR practices by providing its employees a world class working environment, giving them equal opportunities to rise and grow. We continue to implement the best of HR policies so as to ensure that talent retention is ensured at all levels. Employee relations continued to be cordial and harmonious at all levels and in all divisions of the Company during the year. Presently your Company does not have any employee falling within the scope of Section 217 (2A) of the Companies Act 1956 read with companies (particulars of the Employees) rules, 1975.





Your Company has complied with all applicable laws. The Company has been complying with relevant laws and has been taking all necessary measures to protect the environment and maximize worker protection and safety.

**Details of Significant and Material Orders passed by the Regulators, Courts and Tribunals impacting the going concern status and Company's operation in future :**

There are no significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operation in future.

**Compliance with Secretarial Standards on Board and General Meetings :**

During the Financial Year, your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

**Implementation of IND-AS :**

Your Company has adopted IND-AS during the year retrospectively from April 01, 2016 pursuant to a notification dated February 16, 2015, issued by the Ministry of Corporate Affairs, notifying the Companies (Indian Accounting Standard) Rules, 2015. Your Company has published IND-AS Financials for the year ended March 31, 2018 along with comparable as on March 31, 2017 and Opening Statement of Assets and Liabilities as on April 01, 2016. Your Company has shared all four quarters re-stated Ind-AS Profit and Loss Statement with investors along with quarterly results for comparison.

**Compliance with Secretarial Standards on Board and General Meeting :**

During the Financial Year, your Company has complied with applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

**General Disclosures :**

Yours Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review :

- i. Your Company has not resorted to any buy back of its Equity Shares during the year under review; and
- ii. Your Company does not have any subsidiaries;

**Acknowledgement :**

Your Board sincerely places on record the support extended by the Trade, Shareholders, Company's Bankers, Central and State Government Authorities, Stock Exchanges, CDSL, NSDL and all other Business Associates for the growth of



the organization. The Board further expresses its appreciation for the services rendered by the Executives, officers, staffs and workers of the Company at all levels.

We look forward to receiving the continued patronage from all quarters to become a better and stronger Company.

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

**Place : Howrah  
Date : August 23, 2018**

**Sd/-  
Dinesh Agarwal  
(Managing Director)  
Din : 00499238**

**Sd/-  
Ajay Kumar Khandelwal  
(Director)  
Din : 02186565**



**ANNEXURE – 1**

FORM No. MR-3

**SECRETARIAL AUDIT REPORT**

**For the Financial Year ended on March 31, 2018**

**(Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014)**

To  
The Members  
**Anubhav Infrastructure Limited**  
"Ananta Bhawan", 94 Vivekanand Nagar  
Andul Road, Near Narayana Hospital  
3rd Floor, Room No. 303  
Howrah – 711 109

- 1** I have conducted the secretarial audit related to compliance of all applicable statutory provisions and adherence to good corporate practices by **M/s. Anubhav Infrastructure Limited** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.
- 2** Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
- 3** I further report that compliance with applicable laws is the responsibility of the Company and my report constitutes an independent opinion. My report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the Company.
- 4** I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2018 according to the provisions of the following laws :
  - a) The Companies Act, 2013 (the Act) and the Rules made thereunder ;
  - b) The Securities Contracts (Regulation) Act, 1956 (SCRA') and the Rules made thereunder;
  - c) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act,1992 (SEBI Act') viz.:-



- The Securities and Exchange Board of India (Substantial Acquisition of Shares and Debentures) Regulations, 2011
- The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time;
- The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

I am in consultation with the Company came to a conclusion that specific laws were directly applicable with regard to business activities of the Company during the period under review namely :

- Building and other Construction Workers' (Regulation of Employment and Conditions of Services) Act, 1996.

**5** I have also examined compliance with the applicable clauses of the following :

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board & General Meetings.
- (i) The Listing Agreements entered into by the Company with The Bombay Stock Exchange Limited read with the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc.

**6** I further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Mr. Dinesh Agarwal has been appointed as a Chief Financial Officer of the Company on February 14, 2018 and in place of him Ms. Bijeyata Agarwal who resigned from the post of a Chief Financial Officer on the same day.

**7** Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.



**8** None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

**9** I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, Rules, regulations and guidelines.

**10** I further report that during the year under report, the Company has undertaken event / action having a major bearing on the Company's affairs in pursuance of the above referred laws, Rules, regulations, guidelines, standards, etc. referred to above viz,

I further report that the Company has been migrated from the BSE-SME Platform to the Main Board of The BSE Limited on May 15, 2017.

I further report that the Extra-ordinary General Meeting of the Company is being held on May 26, 2018 for the appointment of Statutory Auditor in casual vacancy for the financial year 2017-18.

At the time of conducting Secretarial Audit it is being observed/ brought to our notice by the management of the Company that SEBI has directed forensic audit of the Company to be covered from the period April 01, 2015 to till date. The said audit is under the process and the report/observations for the same would be submitted to the SEBI by the Auditors (Forensic Auditors) in due course. This disclosure made by me is for the general information to all the stakeholders of the Company.

This report is to be read with our letter of even date which is annexed as **Annexure - A** and forms an integral part of this report.

**(Vinay Lakhani)**  
**Practicing Company Secretary**  
**ACS – 35554/ CP No. - 14847**

Sd/-

**Place : Kolkata**  
**Dated : August 23, 2018**

**Encl : Annexure- A forming an integral part of this report.**

**'Annexure A'**

(To the Secretarial Audit Report of M/s. Anubhav Infrastructure Limited  
For the Financial Year Ended 31/03/2018)

To  
The Members  
**Anubhav Infrastructure Limited**  
Ananta Bhawan, 94 Vivekananda Nagar  
Andul Road, Near Narayana Hospital  
3rd Floor, Room No. 303  
Howrah – 711109

My Secretarial Audit Report for the financial year ended 31/03/2018 of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, Rules, Regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

(Vinay Lakhani)  
**Practicing Company Secretary**  
ACS – 35554/ CP No. - 14847

Sd/-

Place: Kolkata  
Dated: August 23, 2018



**ANNEXURE II**  
**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on Financial Year Ended on 31.03.2018**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I REGISTRATION & OTHER DETAILS :**

A	CIN	L51109WB2006PLC107433
B	Registration Date	January 20, 2006
C	Name of the Company	Anubhav Infrastructure Limited
D	Category/Sub-category of the Company	Company Limited by Shares/ Indian Non-Government Company
E	Address of the Registered office & contact details	"Ananta Bhavan", 94 Vivekanand Nagar, Andul Road, Near West Bank Hospital, 3rd Floor, Room No.- 303, Howrah- 711 109
F	Whether listed company	Yes
G	Name , Address & contact details of the Registrar & Transfer Agent, if any.	Maheshwari Datamatics Pvt Ltd , 23 R.N Mukherjee Road , 5th Floor , Kolkata - 700 001

**II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Sl. No.	Name & Description of Main Products/Services	NIC Code of the Product /Service	% to total turnover of the Company
A	Construction & Engineering	429	89.57%

**III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES :**

Sl. No.	Name & Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% Of Shares Held	Applicable Section
	NIL	-	-	-	-



Category of Shareholders	No. of Shares held at the Beginning of the Year				No. of Shares held at the End of the Year				change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2 Non Institutions</b>									
<b>a Bodies Corporates</b>									
i) Indian	52,80,000	-	52,80,000	24.66	52,74,592	-	52,74,592	24.63	0.03
ii) Overseas	-	-	-	-	-	-	-	-	-
<b>b Individuals</b>									
Individual shareholders holding nominal share capital upto Rs.1 lakhs	1,36,000	-	1,36,000	0.64	1,25,908	-	1,25,908	0.59	0.05
Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	5,84,000	-	5,84,000	2.73	5,99,500	-	5,99,500	2.80	(0.07)
<b>c Others (specify)</b>									
<b>SUB TOTAL : (B)(2)</b>	<b>60,00,000</b>	<b>-</b>	<b>60,00,000</b>	<b>28.02</b>	<b>60,00,000</b>	<b>-</b>	<b>60,00,000</b>	<b>28.02</b>	<b>0.00</b>
<b>Total Public Shareholding (B)= (B)(1)+(B)(2)</b>	<b>60,00,000</b>	<b>-</b>	<b>60,00,000</b>	<b>28.02</b>	<b>60,00,000</b>	<b>-</b>	<b>60,00,000</b>	<b>28.02</b>	
<b>Shares held by Custodian for GDRs &amp; ADRs</b>									
<b>Grand Total : (A+B+C)</b>	<b>214,14,888</b>	<b>-</b>	<b>214,14,888</b>	<b>100.00</b>	<b>214,14,888</b>	<b>-</b>	<b>214,14,888</b>	<b>100.00</b>	





**(ii) SHARE HOLDING OF PROMOTERS :**

Sl No.	Shareholders Name	Shareholding at the Beginning of the Year			Shareholding at the End of the Year			% change in share holding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	No. of Shares	% of Total Shares of the Company	% of Shares Pledged/ Encumbered to Total Shares	
1	Parmeshwar Barter Private Limited	76,84,872	35.89	-	76,84,872	35.89	-	-
2	Parmeshwar Mercantile Private Limited.	76,86,016	35.89	-	76,86,016	35.89	-	-
3	Dinesh Agarwal	22,000	0.10	-	22,000	0.10	-	-
4	Santosh Devi Agarwal	5,500	0.03	-	5,500	0.03	-	-
5	Naresh Kumar Agarwal	5,500	0.03	-	5,500	0.03	-	-
6	Nitu Kanodia	5,500	0.03	-	5,500	0.03	-	-
7	Pallavi Agarwal	5,500	0.03	-	5,500	0.03	-	-
	<b>Total</b>	<b>154,14,888</b>	<b>71.99</b>	<b>-</b>	<b>154,14,888</b>	<b>71.99</b>	<b>-</b>	

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING ( SPECIFY IF THERE IS NO CHANGE) :**

Sl No.	Shareholders Name	Shareholding at the beginning [01/04/2017]/end of the year [31/03/2018]		Cumulative Shareholding during the Year [01/04/17 to 31/03/18]		
		No. of Shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company	
1	Parmeshwar Barter Private Limited	01/04/2017	76,84,872	35.89	76,84,872	35.89
		31/03/2018	76,84,872	35.89		
2	Parmeshwar Mercantile Private Limited.	01/04/2017	76,86,016	35.89	76,86,016	35.89
		31/03/2018	76,86,016	35.89		
3	Dinesh Agarwal	01/04/2017	22,000	0.10	22,000	0.10
		31/03/2018	22,000	0.10		
4	Santosh Devi agarwal	01/04/2017	5,500	0.03	5,500	0.03
		31/03/2018	5,500	0.03		
5	Naresh Kumar Agarwal	01/04/2017	5,500	0.03	5,500	0.03
		31/03/2018	5,500	0.03		
6	Nitu Kanodia	01/04/2017	5,500	0.03	5,500	0.03
		31/03/2018	5,500	0.03		
7	Pallavi Agarwal	01/04/2017	5,500	0.03	5,500	0.03
		31/03/2018	5,500	0.03		

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs) :**

Sl No.	For Each of the Top 10 Shareholders	Shareholding at the beginning [01/04/2017]/end of the year [31/03/2018]		Cumulative Shareholding during the year	
		No. of shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	<b>AA SECURITIES LTD</b>				
	01/04/2017	9,60,000	4.48	-	-
	14/04/2017 - Transfer	8,000	0.04	9,68,000	4.52
	21/04/2017 - Transfer	(16,000)	(0.07)	9,52,000	4.45
	12/05/2017 - Transfer	16,000	0.07	9,68,000	4.52
	19/05/2017 - Transfer	(2,515)	(0.01)	9,65,485	4.51
	26/05/2017 - Transfer	(50)	(0.00)	9,65,435	4.51
	02/06/2017 - Transfer	(6,428)	(0.03)	9,59,007	4.48
31/03/2018	9,59,007	4.48	9,59,007	4.48	
2	<b>AMAN DEALTRADE PRIVATE LIMITED</b>				
	01/04/2017	6,16,000	2.88	-	-
31/03/2018	6,16,000	2.88	6,16,000	2.88	
3	<b>AMARDHAN MERCANTILE PRIVATE LIMITED</b>				
	01/04/2017	4,88,000	2.28	-	-
31/03/2018	4,88,000	2.28	4,88,000	2.28	
4	<b>SANGHI STEEL UDYOG PVT. LTD.</b>				
	01/04/2017	4,64,000	2.17	-	-
31/03/2018	4,64,000	2.17	4,64,000	2.17	
5	<b>DAFFODIL TRADERS PRIVATE LIMITED</b>				
	01/04/2017	6,96,000	3.25	-	-
31/03/2018	6,96,000	3.25	6,96,000	3.25	
6	<b>VIRAT VINTRADE PRIVATE LIMITED</b>				
	01/04/2017	4,16,000	1.94	-	-
31/03/2018	4,16,000	1.94	4,16,000	1.94	
7	<b>ROLEX TIE UP PRIVATE LIMITED</b>				
	01/04/2017	3,28,000	1.53	-	-
31/03/2018	3,28,000	1.53	3,28,000	1.53	
8	<b>LINKPLAN SHOPPERS PRIVATE LIMITED</b>				
	01/04/2017	3,20,000	1.49	-	-
31/03/2018	3,20,000	1.49	3,20,000	1.49	
9	<b>SPRING ENTERPRISE PRIVATE LIMITED</b>				
	01/04/2017	3,04,000	1.42	-	-
31/03/2018	3,04,000	1.42	3,04,000	1.42	
10	<b>ANJANIDHAM REALTORS PRIVATE LIMITED</b>				
	01/04/2017	3,92,000	1.83	-	-
31/03/2018	3,92,000	1.83	3,92,000	1.83	

**(v) Shareholding of Directors & KMP**

Sl No.	For Each of the Directors & KMP	Shareholding at the beginning/ end of the year		Cumulative Shareholding	
		No. of shares	% of Total Shares of the Company	No. of Shares	% of Total Shares of the Company
1	<b>Dinesh Agarwal (Managing Director)</b>				
	<u>At the Beginning of the Year</u>	22,000	0.10	-	-
	Changes During the Year	-	-	-	-
	<u>At the End of the Year</u>	22,000	0.10	22,000	0.10



**V INDEBTEDNESS :**

***Indebtedness of the Company including interest outstanding/accrued but not due for payment***

Sl No.	Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
	<b>Indebtness at the beginning of the financial year</b>				
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	-	-	-	-
	<b>Change in Indebtedness during the financial year</b>				
	Additions	-	-	-	-
	Reduction	-	-	-	-
	<b>Net Change</b>	-	-	-	-
	<b>Indebtedness at the end of the financial year</b>				
i	Principal Amount	-	-	-	-
ii	Interest due but not paid	-	-	-	-
iii	Interest accrued but not due	-	-	-	-
	<b>Total (i+ii+iii)</b>	-	-	-	-

## VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL :

## A. Remuneration to Managing Director, Whole time director and/or Manager :

Sl.No	Particulars of Remuneration	Name of the MD/WTD		Total Amount
		Dinesh Agarwal (MD)	Prasenjit Basak (WTD)	
1	Gross salary			
a	Salary as per provisions contained in Section 17(1) of the Income Tax, 1961.	12,00,000	1,75,000	13,75,000
b	Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	-	-
c	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock option	-	-	-
3	Sweat Equity	-	-	-
4	<u>Commission :</u>			
a	as % of profit	-	-	-
b	others (specify)	-	-	-
5	Others, please specify	-	-	-
	<b>Total (A)</b>	<b>12,00,000</b>	<b>1,75,000</b>	<b>13,75,000</b>

## B. Remuneration to Other Directors :

Sl.No	Particulars of Remuneration	Name of the Directors			Total Amount
		Ajay Kumar Khandelwal	Rima Chandra	Rishi Boyed	
1	<u>Independent Directors</u>				
a	Fee for attending board committee meetings	14,200	14,200	14,100	42,500
b	Commission	-	-	-	-
c	Others, please specify	-	-	-	-
	<b>Total (1)</b>	<b>14,200</b>	<b>14,200</b>	<b>14,100</b>	<b>42,500</b>
2	<u>Other Non Executive Directors</u>				
a	Fee for attending board committee meetings	-	-	-	-
b	Commission	-	-	-	-
c	Others, please specify	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total (B)=(1+2)</b>	<b>14,200</b>	<b>14,200</b>	<b>14,100</b>	<b>42,500</b>
	<b>Total Managerial Remuneration Overall Ceiling as per the Act.</b>				



**C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WTD :**

Sl.No	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		Bijeyta Agarwal (CFO)	Neha Kedia (CS)	
1	<b>Gross Salary</b>			
a	Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	2,50,000	2,88,000	5,38,000
b	Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	-	-
c	Profits in lieu of salary under Section 17(3) of the Income Tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	<u>Commission :</u>	-	-	-
a	as % of profit	-	-	-
b	others, specify	-	-	-
5	Others, please specify	-	-	-
	<b>Total</b>	<b>2,50,000</b>	<b>2,88,000</b>	<b>5,38,000</b>

**Notes :** Shri Prasenjit Basak, Whole-time Director of the Company has expired on September 11, 2017. He condoled the untimely demise of the Whole-time Director.

Smt. Bijeyata Agarwal had resigned from the post of Chief Financial Officer w.e.f February 14, 2018

VII PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES :

Sl.No	Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
A	COMPANY					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
B	COMPounding	-	-	-	-	-
	DIRECTORS					
	Penalty	-	-	-	-	-
C	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-
	OTHER OFFICERS IN DEFAULT					
	Penalty	-	-	-	-	-
	Punishment	-	-	-	-	-
	Compounding	-	-	-	-	-

By Order of the Board

Sd/-

Dinesh Agarwal

(Managing Director)

(DIN - 00499238 )

Sd/-

Ajay Kumar Khandelwal

(Director)

(DIN : 02186565)

Place : Howrah

Date : August 23, 2018

**ANNEXURE-III  
FORM NO. AOC -2**

(Pursuant to Clause (h) of sub-Section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub Section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

**1. Details of contracts or arrangements or transactions not at Arm's length basis.**

Sl. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Justification for entering into such contracts or arrangements or transactions'	NIL
6.	Date of approval by the Board	NIL
7.	Amount paid as advances, if any	NIL
8.	Date on which the special resolution was passed in General meeting as required under first proviso to Section 188	NIL

**2. Details of contracts or arrangements or transactions at Arm's length basis.**

Sl. No.	Particulars	Details
1.	Name (s) of the related party & nature of relationship	NIL
2.	Nature of contracts/arrangements/transaction	NIL
3.	Duration of the contracts/arrangements/transaction	NIL
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
5.	Date of approval by the Board	NIL
6.	Amount paid as advances, if any	NIL

By Order of the Board  
For Anubhav Infrastructure Limited

Sd/-

Dinesh Agarwal  
(Managing Director)

Din : 00499238

Sd/-

Ajay Kumar Khandelwal  
(Director)

Din : 02186565

Place : Howrah

Date : August 23, 2018

**ANNEXURE - IV**

**Disclosure of particulars under 134 (3) (m) of the Companies Act, 2013,  
Read with rule 8 of the Companies (Accounts) Rules, 2014**

<b>A</b>	<b>CONSERVATION OF ENERGY</b>	
a)	Steps taken or impacts on conservation of energy	NIL
b)	Steps taken by the company for utilizing alternate sources of energy.	NIL
c)	Capital investment on energy conservation equipment's	NIL
<b>B</b>	<b>TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION</b>	
1.	Efforts made towards technology absorption,	NIL
2.	Benefits derived like product improvement, cost reduction, product development or import substitution.	NIL
3.	In case of imported technology (imported during last 5 years reckoned from the beginning of the financial year), following information may be furnished:	
i)	Technology imported	NIL
ii)	Year of import	NIL
iii)	Has technology been fully absorbed?	NIL
iv)	If not fully absorbed, areas where this has not taken place, reasons there for and future plans of action	NIL
4.	Expenditures incurred on Research & Development	NIL
<b>C.</b>	<b>FOREIGN EXCHANGE EARNING AND OUTGO</b>	
1.	Foreign Exchange earned in terms of actual inflows during the year	NIL
2.	Foreign Exchange outgo during the year in terms of actual outflows	NIL

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

Sd/-

Dinesh Agarwal  
(Managing Director)

Din : 00499238

Sd/-

Ajay Kumar Khandelwal  
(Director)

Din : 02186565

Place : Howrah

Date : August 23, 2018



**Annexure- V****DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12)  
OF THE COMPANIES ACT, 2013 READ WITH RULE 5 (1) OF THE COMPANIES  
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The ratio of the remuneration of each Director to the median remuneration of the employees of the company for the financial year & the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;

Sl.No.	Name of the Director	Designation	Ratio of the remuneration to the median Remuneration of the employees	Percentage Increase in remuneration
1.	Dinesh Agarwal	Managing Director	4.8:1	Nil
2.	Neha Kedia	Company Secretary	1.15:1	Nil
3.	Bijeyta Agarwal	Chief Financial Officer	1:1	Nil
4.	Prasenjit Basak	Whole-time Director	0.7:1	Nil

**Note :** Shri Rishi Boyed, Shri Ajay Kumar Khandelwal & Smt. Rima Chandra are the Non- Executive Independent Directors and were paid sitting fees for attending Board Meetings.

Smt. Bijeyata Agarwal had resigned from the post of Chief Financial Officer w.e.f February 14, 2018 and in place of her Shri Dinesh Agarwal had been appointed as a Chief Financial Officer w.e.f February 14, 2018.

Shri Prasenjit Basak, Whole-time Director of the Company has expired on September 11, 2017.

Shri Rishi Boyed Non- Executive Independent Director had resigned from the post of director w.e.f August 22, 2018 and in place of him Shri Mahesh Kumar Chokhani had been appointed as an additional Non- Executive Independent Director w.e.f August 22, 2018.

- (ii) The percentage of increase in the median remuneration of employees in the financial year:

During the financial year there were no increase in the percentage of the median remuneration of employees.



**(iii) The number of employees on the rolls of the Company:**

There are 3 permanent employees on the rolls of the Company.

**(iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration :**

There is no increase in the average salary of non- managerial employees and managerial employees as turnover of the company decreases by 96.88 % in the financial Year 2017-18 & net profit/loss decreases by 45.57% for the same period. There is no exceptional circumstances in increase in managerial remuneration.

**(v) The key parameters for any variable component of remuneration availed by the Directors:**

There is no variable component of remuneration avail by the directors.

**(vi) Affirmation that the remuneration is as per the remuneration policy of the Company:**

Remuneration paid during the year ended March 31, 2018 is as per the Remuneration Policy of the Company.

**Notes :**

This Annexures is from the period April 01, 2017 to March 31, 2018.

**By Order of the Board**

**For Anubhav Infrastructure Limited**

**Place : Howrah**

**Date : August 23, 2018**

**Sd/-**

**Dinesh Agarwal  
Managing Director  
Din: 00499238**

**Sd/-**

**Ajay Kumar Khandelwal  
Whole-time Director  
Din: 02186565**



**ANNEXURE – VI**

**NOMINATION AND REMUNERATION POLICY**

**Introduction**

Pursuant to Section 178 of the Companies Act, 2013 and Clause 52 of the Model SME Listing Agreement, the Board of Directors of every listed company shall constitute the Nomination and Remuneration Committee, to guide the Board on various issues on appointment, evaluate performance, remuneration of Directors, Key Managerial Personnel and Senior Management.

**Applicability**

This policy is applicable to all Directors, Key Managerial Personnel (KMP), and Senior Management team and other Employees of the Company.

**Effective Date :**

The following policy has been formulated by the Nomination and Remuneration Committee and revised and reviewed by the Board of Directors at its meeting held on 26th February, 2016. This policy shall be operational with immediate effect.

**Objectives of the Committee :**

- a) To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- b) To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) To attract, retain and motivate the Senior Management including its Key Managerial Personnel, evaluation of their performance and provide necessary report to the Board for further evaluation.
- d) To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- e) To devise a policy on Board diversity.
- f) The relationship of remuneration with performance is clear and meets appropriate performance benchmarks.
- g) To promote and develop a high performance workforce in line with the Company Strategy.
- h) To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Director (Executive & Non- Executive/Independent/Nominee) and persons who may be appointed in Senior Management, Key Managerial Personnel and determine their remuneration.
- i) To develop a succession plan for the Board and to regularly review the plan.



**Definitions :**

1. **“Act”** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
2. **“Board”** means Board of Directors of the Company.
3. **“Directors”** mean Directors of the Company.
4. **“Key Managerial Personnel”** means
  - a) Chief Executive Officer or the Managing Director or the Manager;
  - b) Whole-time director;
  - c) Chief Financial Officer;
  - d) Company Secretary; and
  - e) Such other officer as may be prescribed.
5. **“Committee”** means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
6. **“Company”** means **“Anubhav Infrastructure Limited”**.
7. **“Managerial Personnel”** means Managerial Personnel or Persons, applicable under section 196 and other applicable provisions of the Companies Act, 2013.
8. **“Independent Director”** means a Director referred to in Section 149 (6) of the Companies Act, 2013.
9. **“Senior Management”** mean personnel of the company who are members of its core management team excluding Board of Directors.

**Constitution of Nomination and Remuneration Committee :**

The Nomination and Remuneration Committee will consist of three or more non-executive Directors, out of which at least one-half shall be independent director(s), provided that Chairperson of the Company may be appointed as a member of this Committee but shall not chair such Committee.

The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements including the Listing Agreement.

At present, the Nomination and Remuneration Committee comprises of following Directors:

- i. Shri Ajay Kumar Khandelwal, Chairman (Non- Executive Independent Director).
- ii. Smt. Rima Chandra, Member (Non- Executive Independent Director).
- iii. Shri Mahesh Kumar Chokhani, Member (Non- Executive Independent Director).



The meeting of Committee shall be held at such regular intervals as may be required to carry out the objectives set out in the Policy.

**Appointment criteria and qualifications :**

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b. A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c. Appointment of Independent Directors is also subject to compliance of provisions of section 149 of the Companies Act, 2013, read with Schedule IV and rules thereunder and the Listing Agreement.
- d. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

**Term / Tenure**

**a. Managerial Personnel :**

The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**b. Independent Director :**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and Disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

**Removal :**

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

**Retirement :**

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**Remuneration of Managerial Personnel, KMP and Senior Management :**

1. The Remuneration / Compensation / Profit linked Incentive etc. to Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The Remuneration / Compensation / Profit Linked Incentive etc. to be paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
2. The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
3. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Whole-time Director.
4. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.
5. Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

**Remuneration to Non- Executive / Independent Director :****1. Remuneration / Profit Linked Commission :**

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act.

**2. Sitting Fees :**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.



**3. Limit of Remuneration /Profit Linked Commission :**

Remuneration /profit linked Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1%/3% of the net profits of the Company respectively.

**Nomination Duties :**

The duties of the Committee in relation to nomination matters include:

1. Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
2. Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
3. Identifying and recommending Directors who are to be put forward for retirement by rotation.
4. Determining the appropriate size, diversity and composition of the Board;
5. Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
6. Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.
7. Recommend any necessary changes to the Board; and
8. Delegating any of its powers to one or more of its members or the Secretary of the Committee;
9. Considering any other matters, as may be requested by the Board.

**Remuneration Duties :**

The duties of the Committee in relation to remuneration matters include :

1. To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
2. To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
3. To consider any other matters as may be requested by the Board.



**Minutes of Committee Meeting :**

Proceedings of all meetings must be minuted and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. Minutes of the Committee meeting will be circulated at the subsequent Board meeting for noting.

**Amendment to the Policy :**

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date a said down under such amendment(s), Clarification, circular(s) etc.

**Disclosure :**

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.





### Management Discussion and Analysis Report

The purpose of this discussion to provide an understanding of financial statements and a composite summary of performance of our business.

**Management Discussion and Analysis (MDA) includes :**

- ✓ Indian Economy Overview
- ✓ Construction Industry Overview
- ✓ Business Overview
- ✓ Business Outlook
- ✓ Financial Resources
- ✓ Significant developments subsequent to the last financial year
- ✓ Financial And Operational Performance
- ✓ Internal Control Systems and adequacy
- ✓ Material Development in Human Resources
- ✓ Opportunities And Threats
- ✓ Risks And Concerns
- ✓ Discussion On Financial Performance With Respect To Operational Performance
- ✓ Cautionary Statement

#### Indian Economy Overview :

Infrastructure in any country plays a vital role for the economy's growth and development. The Indian economy is getting bigger and better with every passing year. And needless to say, Infrastructure will contribute significantly to the country's overall development. Nearly all the infrastructure sectors will provide excellent opportunities for investments, with roads, railways, ports, power and airports being the major attractions.

#### Construction Industry Overview :

The Construction Industry in India plays a vital role in economic activity after agriculture and provides employment to large amount of people. Broadly, construction can be classified into two segments - infrastructure and real estate. The infrastructure segment involves construction projects in different sectors like roads, rails, ports, irrigation, power, etc. Investment in the infrastructure sector plays a crucial role in the growth of the economy of the country. Development of infrastructure in the country mainly depends upon the spending by GOI in various sub segments of infrastructure.

#### Business Overview :

We are currently engaged in the providing land development, construction services and other related services for civil & structural construction and infrastructure sector projects. The aforementioned services are currently provided by us through our third party vendor contractors to whom we subcontract construction and other execution work related to projects. The Registered Office of our Company is situated at Howrah and project sites are situated at various places in India. Our Company was initially incorporated with the object of trading. We started construction activities in FY 2007- 2008. Our Company has witnessed growth in the number of projects being undertaken and also in revenues of our Company. We are working



continuously to strengthen our infrastructure, enhance our presence and building the capabilities to execute end to end projects on our own.

**Business Outlook :**

Outlook remains stable for the current year. The company is looking at other avenues for business growth.

**Financial Resources :**

The Net Worth of our Company as on March 31, 2018 is Rs. 6972.88 Lacs which allow our Company to bid for and undertake higher value projects. This assumes significance when we take into account that the leading infrastructure companies are passing on the projects awarded, to contractors down the line. Further, most of our clients are private sector entities and we have not faced many challenges as far as billing and collections are concerned. We have not had any bad debts so far and we do not have any outstanding debtor's position for more than six months.

**Significant developments subsequent to the last financial year :**

After the date of last financial year, i.e. March 31, 2018, the Directors of our Company confirm that, there have not been any significant material developments.

**Key factors affecting the Results of Operations :**

Our Company's future results of operations could be affected potentially by the following factors:

- ✓ **Political condition** : In case of political instability, government could change the spending pattern on infrastructure. This change in policy framework can affect our business.
- ✓ **Stringent condition of our contract** : Most of our contracts are time bound as well as put a condition of meeting the minimum standard requirement of such construction. Contract may stipulate penalty condition for non-closure of our project in time. This non completion of project in time could affect our financials. We are subject to blacklisting by the authority for non-full-filing our commitment.
- ✓ **Our ability to attract and retain skilled and technical staff** : Skilled and Technical Staffs are required by us for all our projects. We take up various projects based on availability of right mix of man power. Thus our growth is likely to be affected by our ability to attract and retain skilled and technical manpower.
- ✓ **Effect of Inflation** : We are affected by inflation as it has an impact on the operating cost, staff costs etc. In line with changing inflation rates, we rework our margins so as to absorb the inflationary impact.

**Financial And Operational Performance :**

Sl.No.	Particulars	Year Ended 31st March, 2018	Year Ended 31st March, 2017
1	Turnover	6,826,102	219,182,849
2	Profit/(Loss) before taxation	232,722	427,566
3	Less: Tax Expense	54,261	132,118
4	Profit/(Loss) after tax	178,461	295,448
5	Add: Balance B/F from the previous year	22,165,066	21,869,618
6	Balance Profit / (Loss) C/F to the next year	22,343,527	22,165,066

**Internal Control System And Adequacy :**

Internal Control Systems has been designed to provide reasonable assurance that assets are safeguarded, transactions are executed in accordance's with management's authorization and properly recorded and accounting records are adequate for preparation of financial statements and other financial information. Internal check is conducted on a periodical basis to ascertain the adequacy and effectiveness of internal control systems.

**Material Development in Human Resources :**

During the year, your Company has appointed Company Secretary and Compliance Officer to look over various compliances. The Company continues to lay emphasis on developing and facilitating optimum human performance management was the key word for the Company this year.

**Opportunities And Threats :**

The performance of capital market in India has a direct correlation with the prospect of economic growth and political stability. Though the growth projections for FY. 2015-16 appear reasonable, there are certain downside risks such as pace and shape of global recovery, effect of withdrawal of fiscal stimulus and hardening of commodity prices. Our business performance may also be impacted by increased competition from local and global players operating in India, regulatory changes and attrition of employees. With growing presence of players offering advisory service coupled with provision of funds for the clients' needs, we would face competition of unequal proportion.

**Risks And Concerns :**

This section contains forward - looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements. As the industrial and economic growth of the country is showing steady improvement. There is no perceived risk and concern in this area of business and there is an ample scope for growth in India itself. Forward looking statements are based on certain assumptions and expectations of the future events that are subject to risks and uncertainties. Actual future results and trend may differ materially from historical results, depending on variety of factors. Their risk and concerns faced by the Company are similar to those faced by any growing organization in today dynamic industrial and economic scenario.



**Discussion on Financial Performance with Respect to Operational Performance :**

The details of the financial performance are appearing in the financial statements separately. The highlights of the same are also mentioned in the Directors' Report.

**Cautionary Statement :**

Certain statements under "Management Discussion & Analysis" describing the Company's objectives, projections, estimates, expectations or predictions may be forward looking statement within the meaning of applicable securities laws and regulations. Although the expectations are based on reasonable assumptions, the actual results could materially differ from those expressed or implied, since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events.

*For and on behalf of the Board*

Sd/-

Dinesh Agarwal

*(Managing Director)*

Din : 00499238

Place : Howrah

Date : August 23, 2018

**REPORT ON CORPORATE GOVERNANCE****COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company believes that Corporate Governance is a set of processes, customs, policies, Rules, regulation and laws for ensuring transparency, professionalism and accountability in its dealings with its customers, principal, employees, shareholders and with every individual who comes in contact with the Company. The Company's philosophy on Corporate Governance is bounded upon a rich legacy of fair ethical governance practices which has been in practice since the beginning. In fact the Company has long been a staunch supporter of this code even before it became mandatory. Integrity, transparency, accountability and compliance with laws which are columns of good governance have always been the hallmark of Company. The Company is in full compliance with the Regulation 34 read with point C & E of Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchanges and in this regard, submits a Report on the matters mentioned in the said clause and also the practices followed by the Company as stated below :

**BOARD COMPOSITION :****BOARD OF DIRECTORS**

The composition of the Board of Directors of the Company is in conformity with Regulation 17 of the SEBI's (Listing Obligations & Disclosure Requirement) Regulation, 2015 and Section 149 of the Companies Act, 2013. As at March 31, 2018 the Board consisted with optimum combination of Executive, Non-Executive and Independent Directors, including presence of a woman Director. More than fifty percent of the Directors comprised of Non-Executive Independent Directors.

Sl. No.	Name of the Director	Designation	Category
1.	Shri Dinesh Agarwal	Managing Director	Executive Director
2.	Shri Prasenjit Basak	Whole-time Director	Executive Director
3.	Shri Ajay Kumar Khandelwal	Director	Non- Executive & Independent Director
4.	Shri Mahesh Kumar Chokhani	Director	Non- Executive & Independent Director
5.	Shri Rishi Boyed	Director	Non- Executive & Independent Director
6.	Smt. Rima Chandra	Director	Non- Executive & Independent Director

- Shri Rishi Boyed (Din : 07537182) has resigned from the Board of the Company w.e.f August 22, 2018 and in place of him Shri Mahesh Kumar Chokhani was appointed as an Additional Non-Executive Independent Director of the Company w.e.f August 22, 2018.
- Shri Dinesh Agarwal, (Din : 00499238) Managing Director of the Company is being also appointed as a Chief Financial Officer of the Company w.e.f February 14, 2018.
- Shri Prasenjit Basak has been resigned from the Board as he has expired on September 11, 2017.
- Shri Mahesh Kumar Chokhani, (Din : 07093710) has been appointed as a Additional Non-Executive Independent Director w.e.f August 22, 2018.
- Smt. Bijeyata Agarwal has resigned from the post of Chief Financial Officer of the Company w.e.f February 14, 2018.



Attendance of Directors at Board Meeting, Last Annual General Meeting (AGM) & number of other Directorship and Chairmanship/ Memberships of Committees of each Director in various Companies as on March 31, 2018.

#### Board Meetings & Procedure

The functioning of the Management is under the overall superintendence of the Board of Directors which provides strategic direction to cater to the exigencies of the Company's objectives and practices of governance by way of formulating or approving policies and procedures.

The agenda of the meeting are circulated well in advance to the Board members by comprehensive background information to enable them to take informed decisions. In addition to the information required under the Listing Regulations, the Board is also kept informed of major events/items and approvals are taken wherever necessary.

Twelve Board Meetings were held during the period 01.04.2017 to 31.03.2018. The dates on which the Board meetings were held are as follows :

17th April, 2017; 30th May, 2017; 19th July, 2017; 14th August, 2017; 23rd August, 2017; 25th September, 2017; 23rd October, 2017; 14th December, 2017; 26th December, 2017; 18th January, 2018; 14th February, 2018 & 19th March, 2018.

The maximum time gap between any two meetings was less than 120 days as stipulated under Regulation 17 of the Listing Regulations.

Sl.No.	Name of the Director	Board Meeting Attended	Attended last AGM held on 22.09.2017 at Registered office	No. of Directorship in other Companies*		No. of Membership in Committees of Directors in other companies
				Chairman	Director	
1.	Shri Dinesh Agarwal	12	Yes	-	2	-
2.	Shri Prasenjit Basak	5	No	-	-	-
3.	Shri Ajay Kumar Khandelwal	12	Yes	-	7	-
4.	Shri Rishi Boyed	12	Yes	-	4	-
5.	Smt. Rima Chandra	12	Yes	-	2	2

- The Extra-Ordinary General Meeting of the Company for the re-appointment of Shri Dinesh Agarwal, Managing Director & Shri Prasenjit Basak, Whole-time Director was held on March 31, 2017.
- The Special Resolution passed through Postal Ballot was held on January 18, 2017 for the Migration of our Company from BSE-SME Segment to the Main Board of BSE Limited.
- None of the Whole-time Directors are acting as Independent Directors in more than three listed companies. Besides, Independent Directors have been familiarized with their roles, rights and responsibilities through programmes undertaken in this regard.
- None of the Directors hold directorship in more than 20 companies including 10 public companies and private companies which are subsidiary or holding of public companies or is a Member of more than 10 Board-level Committees or Chairman of more than 5 such Committees as specified in SEBI (Listing Obligations & Disclosure Requirements) regulations, 2015, across all the companies in which he-she is a director.
- None of the non Wholetime Directors is acting as Independent Director is more than seven listed companies.
- Shri, Dinesh Agarwal, Managing Director, holds 2200 equity shares of the Company. No other non-executive Director holds any share of the Company. The Company has not issued any convertible instruments.

**INFORMATION PLACE BEFORE THE BOARD :**

The Company has complied with Part-A of Schedule II of SEBI (LODR) Regulations, 2015 read with Regulation 17 (7) of the said regulations with regard to information being placed before the Board of Directors.

**CODE OF CONDUCT FOR BOARD MEMBERS AND SENIOR MANAGEMENT**

The Board of Directors has laid down the code of conduct for all the Board Members and members of the Senior Management of the Company. Additionally all Independent Directors of the Company shall be bound by duties of Independent Directors as set out in the Companies Act, 2013 read with the Schedules and Rules thereunder.

All the Board members and Senior Management personnel have affirmed compliance with the code of conduct. The Code of Conduct is available on the website of the Company [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com)

**BOARD PROCEDURE**

A tentative annual calendar of Board and Committee Meeting is agreed upon at the beginning of the year. Additional meetings are held, whenever necessary. A copy of agenda is circulated well in advance to the Board Member.

**BOARD COMMITTEES**

The Board Committees have been constituted to review/deal with specific areas and activities, the relevant Committee is meant for. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles including roles mandated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 which are to performed by members of the Committees' as part of good governance practice. The minutes of the meetings of all the Committees are placed before the Board for review. The Company Secretary acts as a Secretary of all the Committees.

The terms of reference of Board Committees are determined by the Board from time to time. Presently the Company has three committees i.e. Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. All the decisions pertaining to the constitution of the Committees, appointment of members, and fixing of terms of reference for committee members are taken by the Board of Directors. Details on the role and composition of these committees, including the number of meetings held during the financial year and the related attendance, are provided below:

**ROLE OF THE COMPANY SECRETARY IN OVERALL GOVERNANCE PROCESS**

The Company Secretary plays a key role in ensuring that the Board (including committees thereof) procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details and documents are made available to the Directors and senior management for effective decision-making at the Meetings. The Company Secretary is primarily responsible to assist and advise the Board in the conduct of affairs of the Company, to ensure compliance with applicable statutory requirements and Secretarial Standards, to provide guidance to Directors and to facilitate convening of Meetings. He interfaces between the management and regulatory authorities for governance matters.

**AUDIT COMMITTEE**

The composition, powers, role and terms of reference of the Audit Committee are in accordance with the requirements mandated Under Section 177 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 18 & 21 read with Part C of Schedule II of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The major task performed by the Audit Committee may be grouped under the following heads :



### **STATUTORY AUDIT, INTERNAL AUDIT, REPORTING AND OTHER ASPECTS**

- a.) The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial Reporting process The Committee acts as a link between the Management, Auditors and the Board of Directors of the Company and has full access to the financial Information.
- b.) Oversight of the Company's financial Reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible and ensuring timely submission to statutory authorities.
- c.) Reviewing the Management Discussion & Analysis of financial and operational performance.
- d.) Review the adequacy and effectiveness of the Company's system and internal control.
- e.) To review the functioning of the Whistle Blower mechanism.
- f.) Evaluation of internal financial controls and risk management systems.

### **AUDIT & OTHER DUTIES**

- a.) Review and recommend to the Board the appointment/re-appointment of the Statutory Auditors and internal Auditors considering their independence and effectiveness and their replacement and removal.
- b.) To recommend to the Board the remuneration of the Statutory Auditors and Internal Auditors.
- c.) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- d.) Discussion with internal auditors of any significant findings and follow up there on.

### **NO. OF MEETINGS HELD DURING THE YEAR**

During the year the Committee had 5 Meetings i.e. on 30th May, 2017; 14th August, 2017; 23rd August, 2017; 14th December, 2017 and 14th February, 2018. The gap between two meetings did not exceed 120 days complying with the Companies Act, 2013 and provisions of SEBI (LODR) Regulations, 2015.

### **COMPOSITION**

Sl.No	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Shri Rishi Boyed	Non-Executive & Independent Director	Chairman	5	5
2.	Shri Ajay Kumar Khandelwal	Non-Executive & Independent Director	Member	5	5
3.	Shri Dinesh Agarwal	Managing Director	Member	5	5
4.	Shri Mahesh Kumar Chokhani*	Non-Executive & Independent Director	Chairman	-	-

\* Shri Mahesh Kumar Chokhani has been appointed as a Non-Executive Independent Director on August 22, 2018 in place of Shri Rishi Boyed and therefore due to the change in the composition of the Board, the Composition of Audit Committee has been changed and Shri Mahesh Kumar Chokhani is been inducted as a Chairman of a Audit Committee in place of Shri Rishi Boyed.

The Chairman of the Audit Committee is an Independent Director. Executives from different departments and Representatives of the Statutory Auditors/Internal Auditors are invited to attend the Audit Committee Meeting where their reports are discussed.



**Internal Audit & Control :**

M/s. Jain Prasad & Co., Chartered Accountants have conducted the Internal Audit for the period April 01, 2016 to September 30, 2016 and October 01, 2016 to March 31, 2017. The internal audit plan was approved by the Audit Committee. The Reports and findings of the Internal Auditor and the internal control system are periodically reviewed by the Audit Committee.

- The Chairman of the Audit Committee is an Independent Director and the Managing Directors & Chief Financial Officer also attended the Meetings of the Committees.
- The Company Secretary of the Company is the Secretary to the Committee.

**NOMINATION AND REMUNERATION COMMITTEE :**

The composition, powers, roles and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 19 read with Part D of Schedule II of the SEBI (LODR) Regulations, 2015.

**THE TERMS OF REFERENCE OF THE COMMITTEE ARE AS FOLLOWS :**

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the Directors, key managerial personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity;
4. Recommending to the Board, the policy of remunerating Directors, Key Management Personnel and other employees;
5. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.

To carry out any other function as is mandated by the Board from time to time and/or enforced by any statutory notification or modification as may be applicable;

**NO. OF MEETINGS HELD DURING THE YEAR**

During the year ended, two meetings of the Nomination & Remuneration Committee was being held i.e May 30, 2017 & February 14, 2018.

**COMPOSITION**

Sl.No.	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Shri Ajay Kumar Khandelwal	Non-Executive & Independent Director	Chairman	2	2
2.	Smt. Rima Chandra	Non-Executive & Independent Director	Member	2	2
3.	Shri Rishi Boyed	Non-Executive & Independent Director	Member	2	2
4.	Shri Mahesh Kumar Chokhani*	Non-Executive & Independent Director	Member	-	-

\* Inducted with effect from August 22, 2018



\* Shri Rishi Boyed, Non- Executive & Independent Director, has resigned from the Board of the Company w.e.f August 22, 2018 and in place of him Shri Mahesh Kumar Chokhani, was appointed as an Additional Non-Executive, Independent Director of the Company w.e.f August 22, 2018 due to which the Composition of the above mentioned committee has changed.

- The Company Secretary of the Company is the Secretary to the Committee.

#### **Performance Evaluation of Directors**

In compliance with the provisions of the Listing Regulations, 2015 the Nomination and Remuneration Committee on the basis of the Board Evaluation Policy and framework adopted by the Board contemplated by the evaluation process of the Independent Directors Evaluation criteria formulated for the Independent Directors are broadly based on :

- Leadership & stewardship abilities
- Contributing to clearly defined corporate objectives and plans
- Performance of duties and level of insight;
- Professional conduct and independence; and
- Qualification, experience and past track records.

#### **Remuneration Policy**

The success of the organization in achieving good performance and good governing practices depends on its ability to attract and retain individuals with requisite knowledge and excellence as executive and non-executive Directors.

The Nomination & Remuneration policy of the Company is attached as **Annexure-VI** to the Board's Report. The Policy is available on the website of the Company at [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com).

#### **Details of Remuneration to all Directors :**

The details of remuneration paid to the Directors within the meaning of Section 197 of the Companies Act, 2013 for the year ended March 31, 2018 is given in MGT-9 which forms part of this Annual Report.

None of the Independent Directors are holding shares of the Company.

#### **STAKEHOLDERS RELATIONSHIP COMMITTEE**

The composition, powers, role and terms of reference of the Committee are in accordance with the requirements mandated under Section 178 of the Companies Act, 2013 and Regulation 2015 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015.

The Committee looks into Share transfer, reviews shareholders'/investors' complaints and resolution thereof.

#### **THE COMMITTEE PERFORMS FOLLOWING FUNCTIONS :**

1. Transfer/Transmission of shares.
2. Issue of Duplicate Share Certificates.
3. Review of Share dematerialization and rematerialization.
4. Monitoring the expeditious Redressal of Investor Grievances.
5. Monitoring the performance of Company's Registrar & Transfer Agent.
6. All other matters related to the shares.

**NO. OF MEETINGS HELD DURING THE YEAR**

During the year the Committee had 4 meetings i.e. on 30th May, 2017; 19th July, 2017; 23rd October, 2017 and 18th January, 2018.

**COMPOSITION**

Sl.No.	Name of the Director	Nature of Directorship	Designation in Committee	No. of Meetings held	No. of Meetings Attended
1.	Shri Rishi Boyed	Non-Executive & Independent Director	Chairman	4	4
2.	Shri Ajay Kumar Khandelwal	Non-Executive & Independent Director	Member	4	4
3.	Shri Dinesh Agarwal	Managing Director	Member	4	4
4.	Shri Mahesh Kumar Chokhani*	Non-Executive & Independent Director	Member	-	-

\* Shri Rishi Boyed, Non- Executive & Independent Director, has resigned from the Board of the Company w.e.f August 22, 2018 and in place of him Shri Mahesh Kumar Chokhani, was appointed as an Additional Non-Executive, Independent Director of the Company w.e.f August 22, 2018 due to which the Composition of the above mentioned committee has changed.

No complaints were received from the shareholders during the year.

- The Company Secretary of the Company is the Secretary to the Committee.

**Detail of Complaints:**

- No. of shareholders' complaints pending as on 1st April, 2017 : Nil
- No. of shareholders' complaints received during the Year : Nil
- No. of shareholders' complaints redressed during the Year : Nil
- No. of shareholders' complaints pending as on 31st March, 2018 : Nil
- The Company has generally attended to the investors' grievances. Shareholders' request for transfer/transmission of equity shares were effected within 15 days from the date of receipt. There were no valid transfers pending for registration as of March 31, 2018.
- The Company obtains half yearly certificate from a Company Secretary in Practice confirming the issue of certificates for transfer, sub-division, consolidation etc., and submits a copy thereof to the Stock Exchanges in terms of Regulation 40 (9) of SEBI (LODR) Regulations, 2015. Further, the Compliance Certificate under Regulation 7 (3) of the SEBI (LODR) Regulations, 2015 confirming that all activities in relation to both physical and electronic share transfer facility are maintained by Registrar and Share Transfer Agent registered with the Board is also submitted to the Stock Exchange on a half year basis.

**INDEPENDENT DIRECTORS' MEETING**

During the financial year ended March 31, 2018, one separate meeting of the independent Directors was held on March 19, 2018 which was attended by Smt. Rima Chandra, Shri Rishi Boyed & Shri Ajay Kumar Khandelwal.

1. Review the performance of non-independent Directors and the Board as a whole;
2. Review the performance of the Chairperson of the Company, taking into account the views of executive Directors and non-executive Directors;
3. Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors of the Company attended the Meeting.

The evaluation of performance was done in accordance with the "Guidance Note on Board Evaluation" issued by the SEBI vide its circular dated January 05, 2017.

**Familiarization Programme :**

The Company at its various meetings held during the financial year 2017-18 had familiarized the Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the business models of the Company etc. The Independent Directors have been provided with necessary documents, Reports and internal policies to familiarize them with the Company's policies, procedures and practices. The details of any such Familiarization Programmes for Independent Directors if happen will be disclosed on the website of the Company [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com)

**Procedure at Committee Meetings :**

The Company's guidelines relating to Board Meetings are applicable to Committee Meetings as far as practicable. Each Committee has the authority to engage outside experts, advisors and counsels to the extent it considers appropriate to assist in its function. Minutes of proceedings of Committee Meetings are circulated to the Directors and placed before Board Meetings for noting.

**Recording Minutes of Proceedings at Board and Committee Meetings :**

The Company Secretary records minutes of proceedings of each Board and Committee Meeting. Draft minutes are circulated to Board/ Board Committee members for their comments. The minutes are entered in the Minutes Book within 30 days from the conclusion of the Meeting.

**Compliance :**

The Company Secretary, while preparing the agenda, notes on agenda and minutes of the Meeting(s), is responsible for and is required to ensure adherence to all applicable laws and regulations, including the Companies Act, 1956/ Companies Act, 2013 read with Rules issued thereunder, as applicable and the Secretarial Standards recommended by the Institute of Company Secretaries of India.

**RISK MANAGEMENT**

The Company has been addressing various risk impacting the Company and the policy of the Company on risk management is provided in the website of the Company [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com)

**BSE CORPORATE COMPLIANCE & LISTING CENTRE (THE LISTING CENTRE) :**

BSE Listing Centre is a web-based application designed for corporates. All periodical compliance filings like shareholding pattern, corporate governance Report, among others are also filed electronically on the Listing Centre.

**ANNUAL REPORT**

The Annual Report containing, inter alia, Audited Financial Statement, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Annual Report.

**SEBI COMPLAINTS REDRESSAL SYSTEM (SCORES)**

SEBI has initiated SCORES for processing the investor complaints in a centralized web based redress system and online redressal of all the shareholders complaints. The Company is in compliance with the SCORES and redressed the shareholders complaints well within the stipulated time.

**RELATED PARTY TRANSACTIONS**

There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. The Board has approved a policy for related party transactions which has been uploaded on the Company's website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com)

**DISCLOSURES**

The Company has always ensured fair code of conduct and maintained transparency. There were no instances of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

Compliances, Rules & regulations as laid down by various statutory authorities has always been observed by the Company since such change over both in letter as well as in spirit.

The Board has obtained certificates/disclosures from key management personnel confirming they do not have any material financial and commercial interest in transactions with the Company at large.

- Details of Non-compliance by the Companies, penalties and strictures imposed on the Company by Stock Exchange or Securities & Exchange Board of India or any statutory authority, on any matter related to capital markets, during the last three years: **None.**
- Public, Rights and Other Issues : **None.**
- Management & Discussion Analysis : This forms part of Directors' Report.
- Compliance Reports : The Board has noted and reviewed the compliance Reports from all functions pertaining to the respective laws applicable to them, which were placed before the Board at its meetings every quarter during the year under review.
- Code of Conduct : The Company has laid down a Code of Conduct for the members of the board as well as for all employees of the Company. The Code has also been posted on the Company's website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com).

**GENERAL BODY MEETING**

The details of last three Annual General Meeting of the Company held are given below :

Financial Year	Location of the Meeting	Date	Time
2014-2015	"ANANTA BHAVAN", 94 Vivekanand Nagar , P.O- Podrah, Andul Road, 3rd Floor, R.No.303, Howrah - 711109	25/09/2015	10:30 A.M
2015-2016	"ANANTA BHAVAN", 94 Vivekanand Nagar , P.O- Podrah, Andul Road, 3rd Floor, R.No.303, Howrah - 711109	27/09/2016	10:30 A.M
2016-2017	"ANANTA BHAVAN", 94 Vivekanand Nagar , P.O- Podrah, Andul Road, 3rd Floor, R.No.303, Howrah - 711109	22/09/2017	10:00 A.M



- Special Resolutions were passed last year through Postal Ballot : Yes
- Whether any Special Resolution is proposed to be passed through Postal Ballot this year : Currently, there is no proposal to pass any Special Resolution through Postal Ballot.

The Special Resolutions is being passed on May 26, 2018 for the appointment of Statutory Auditor in casual vacancy.

#### **CEO/CFO CERTIFICATION**

Shri Dinesh Agarwal, Managing Director & Smt. Neha Kedia, Company Secretary have provided Compliance Certificate to the Board in accordance with Regulation 17 (8) read with Part B of Schedule II of SEBI (LODR) Regulations, 2015 for the financial year ended March 31, 2018.

#### **Particulars Of Appointment /Re-Appointment Of Directors From Part Of The Notice Convening The 13th Annual General Meeting**

#### **MEANS OF COMMUNICATION**

All material information about the Company is promptly submitted to the Bombay Stock Exchange Ltd. Where the Company's shares are listed. Half yearly and Annual Financial Results and other compliances are sent to the exchanges for the information of the shareholders. The financial results are also displayed on the Company's website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com) and on the Official website of Bombay Stock Exchange Ltd. [www.bseindia.com](http://www.bseindia.com).

The Shareholding Pattern and Compliance Report on Corporate Governance as per SEBI (LODR) Regulations, 2015 are filed electronically with the BSE Limited and investor complaints are redressed through SEBI Complaints Redress System (SCORES).

Annual Report in respect of each financial year are mailed to all shareholders in August/September of each calendar year. Each Report contains the annual accounts of the Company in respect of the financial year with the Directors' and Auditors' Reports. Also included in each Annual Report the Notice convening the Annual General Meeting, the financial year's Corporate Governance Report and the cash flow statement together with the corresponding Reports of the auditors.

The Management Discussion and Analysis (MDA) forms part of Annual Report.

#### **SEBI PREVENTION OF INSIDER TRADING**

The Board has in place a code of conduct in accordance with the provisions of SEBI (Prohibition of insider Trading) Regulations, 2015. The code, besides other relevant matters, prohibits an insider from dealing in the shares of the Company while in possession of unpublished price sensitive information in relation to the Company. All Directors, Senior Management Personnel, Key Managerial Personnel and other employees having access to price sensitive information are governed by this code.

During the time of declaration of Results, Dividend and other material events, the trading window is closed as per the code. There have been no violation on this front.

**REGISTRARS AND SHARE TRANSFER AGENTS:**

Shareholders may contact the Company's Registrar and Share Transfer Agent (for both physical and demat segments) at the following address for any assistance regarding dematerialization of shares, share transfers, transmission, change of address, non-receipt of annual Report and any other query relating to the shares of the Company:

**Maheshwari Datamatics Private Limited**

23 R. N Mukherjee Road, 5th Floor, Kolkata – 700 001

Telephone No: (033) 2243-5809 / 2248-2248

E Mail : [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

- Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.
- Outstanding GDRs / ADRs / warrants or any convertible instruments, conversion dates and likely impact on equity : Not applicable

**NAME, DESIGNATION AND ADDRESS OF COMPLIANCE OFFICER**

Kumari. Neha Kedia

Company Secretary and Compliance Officer

"Ananta Bhavan", 94 Vivekanand Nagar, PO: Podrah,

Andul Road, 3rd Floor, R.No.303, Howrah – 711 109

E-mail :- [info@anubhavinfrastucture.com](mailto:info@anubhavinfrastucture.com)

**Note :**

The Company has designated an E-mail ID exclusively for registering complaints by investors and investors can reach the Company at [info@anubhavinfrastucture.com](mailto:info@anubhavinfrastucture.com)

**GENERAL SHAREHOLDING INFORMATION**

<i>Annual General Meeting</i>	22.09.2018
<i>Financial year</i>	31.03.2018
<i>Book Closure Date</i>	16.09.2018 to 22.09.2018
<i>Registered Office</i>	"Ananta Bhavan", 94 Vivekanand Nagar, PO :Podrah Andul Road, 3rd Floor, R.No.303, Howrah – 711 109.
<i>Equity Shares Listed on</i>	12.12.2014
<i>Scrip ID/Code</i>	538833
<i>ISIN Number</i>	INE891N01017
<i>Stock Exchanges where securities are listed.</i>	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001

- ✓ The Annual listing fees for equity shares has been paid to the aforesaid Stock Exchanges for the financial year 2018-19.



### **COMPANY'S CORPORATE WEBSITE**

The Company's website is a comprehensive reference on Corporate Information, Projects and Financials, Board of Directors, Shareholding Pattern and Corporate Governance. The Section on 'Investor Information' serves to inform the shareholders, by giving complete financial details, shareholding patterns, corporate benefits, information relating to Registrar & Transfer agents and the Compliance Officer etc.

### **POSTAL BALLOT**

At the forthcoming Annual General Meeting, there is no resolution proposed to be approved by Postal Ballot.

### **SPECIAL RESOLUTION**

At the forthcoming Annual General Meeting, there is no resolution proposed to be approved by Shareholders.

### **GREEN INITIATIVE IN THE CORPORATE GOVERNANCE**

As part of the green initiative process, the Company has taken an initiative of sending documents like notice of calling Annual General Meeting, Corporate Governance, Directors Report, Audited Financial Statements, Auditors Report etc., by e-mail. Physical copies are sent only to those shareholders whose email addresses are not registered with the Company. Shareholders are requested to register their E-mail Id with Registrar and Share Transfer Agent/concerned depository.

### **MARKET PRICE DATA (IN RS./PER SHARE)**

Period	High (Rs.)	Low (Rs.)
April 2017	11.65	11.05
May 2017	18.00	11.00
June 2017	14.85	9.55
July 2017	9.50	9.03
August 2017	-	-
September 2017	-	-
October 2017	-	-
November 2017	-	-
December 2017	9.05	9.03
January 2018	-	-
February 2018	-	-
March 2018	-	-

### **FINANCIAL CALENDAR (TENTATIVE AND SUBJECT TO CHANGE) :**

The Financial Year of the Company is April to March.

Particulars	Tentative Period 1st April, 2017 to 31st March, 2018
Submission of Un-audited result for the half year ending 30th September, 2017	Within 45 days of the end of the half year.
Submission of Audited Result for the year ending 31st March, 2018	Within 60 days of the end of the half year.
Annual General Meeting for the year ending 31st March, 2018	Last week of September 2018





**SHARE TRANSFER SYSTEM**

Share Transfer / De-materilisation / Re-materilisation are handled by professionally managed Registrar and Transfer Agents, appointed by the Company in terms of SEBI's direction for appointment of Common Agency for physical as well as demat shares. Share transfers in physical form are registered and returned within a period of 13-15 days from the date of receipt, in case documents are complete in all respects. The Share Transfer & Shareholders' / Investors' Grievance Committee meets at least every fortnight. A Certificate is being obtained from Company Secretary in Practice of half yearly Certificate of Compliance with the Share Transfer formalities and files a Certificate with BSE Limited. The share transfer process is reviewed by the said Committee.

Certificate of compliance under Regulation 40(10) of the Listing Regulations are filed with Stock Exchanges on half yearly basis.

**DISTRIBUTION OF SHAREHOLDINGS AS ON 31ST MARCH, 2018**

Number of Equity Shareholdings	No. of Share Holders	Percentage of Shareholders (%)	Number of Shares	Percentage of Shares (%)
UPTO 5000	56	48.70	20193	0.09
5001 to 10000	18	15.65	131300	0.61
10001 to 20000	3	2.61	47500	0.22
20001 to 30000	5	4.35	118000	0.55
30001 to 40000	15	13.04	480000	2.24
40001 to 50000	-	-	-	-
50001 to 60000	1	0.87	56000	0.26
60001 to 70000	-	-	-	-
70001 to 80000	-	-	-	-
80001 to 90000	-	-	-	-
90001 to 100000	1	0.87	935007	4.37
100001 AND ABOVE	16	13.91	19626888	91.65
<b>TOTAL</b>	<b>115</b>	<b>100.00</b>	<b>21414888</b>	<b>100.00</b>

**SHAREHOLDING PATTERN (CATEGORY WISE) AS ON 31ST MARCH, 2018**

Category	No. of Shares	Percentage (%)
Promoters Group	15414888	71.98
Bodies Corporate	4339585	20.26
Market Makers	935007	4.37
Individuals	725408	3.39
Mutual Funds and UTI	-	-
Venture Capital Funds	-	-
NRIs / OCBs	-	-
<b>TOTAL</b>	<b>21414888</b>	<b>100.00</b>

**DEMATERILISATION OF SHARES :**

Percentage of Shares in :-

Physical Form : Nil

Electronic Form in NSDL : 18,292,936

Electronic Form in CDSL : 31,21,952

**WHISTLEBLOWER POLICY/ VIGIL MECHANISM**

The Company has implemented Whistle Blower Policy by way of forming vigil Mechanism headed by the chairman of the Audit Committee as required under section 177 of the Companies Act, 2013 as per the provisions of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015 which provides a channel to the employees and Directors to report to the management, concerns about unethical behavior, actual or suspected fraud or violation of the codes of conduct or policy. The said policy may be referred to, at the Company's Website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com)

**RECONCILIATION OF SHARE CAPITAL AUDIT**

As stipulated by SEBI, a qualified Practicing Company Secretary carries out the Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Securities Depository Limited (CDSL) and the total issued and paid-up capital. This audit is carried out every quarter and the Report thereon is submitted to the Stock Exchanges and is placed before the Board of Directors of the Company. The audit, inter-alia, confirms that the total issued and paid up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form held with NSDL & CDSL and total number of shares in physical form.

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

The quarterly compliance Report on Corporate Governance is submitted to the Stock Exchange within 15 days from the close of each quarter as per the format specified in SEBI (LODR) Regulations, 2015.

**DISCLOSURE OF ACCOUNTING TREATMENT**

In the preparation of the financial statement, the company has followed the Accounting Standards referred to in Section 133 of the Companies act 2013. The significant accounting policies which are consistently applied are set out in the notes to the Financial statements.

The Company has no subsidiary and hence there is no need to frame any policy for determining " material Subsidiary".

**INVESTORS' CORRESPONDENCE**

The Shareholders can contact the Company for Secretarial matters at "Ananta Bhavan", 94 Vivekanand Nagar, PO : Podrah, Andul Road, Near West Bank Hospital, 3rd Floor, R.No.303, Howrah- 711 109

**CORPORATE IDENTITY NUMBER (CIN)**

CIN of the Company as allotted by the Ministry of Corporate Affairs, Government of India is L51109WB2006PLC107433.

**INFORMATION FLOW TO THE BOARD MEMBERS**

Information is provided to the Board Members on a continuous basis for their information, review, inputs and approval from time to time. The quarterly Financial Statements are first presented to the Audit Committee and Risk Management Committee for its review approval and subsequent recommendation to the Board of Directors for their approval. All the relevant information to Directors is submitted along with the agenda papers well in advance of the Board and Committee Meetings.

**COMPLIANCE WITH MANDATORY REQUIREMENTS**

The Company has complied with all the mandatory requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (LODR) Regulations, 2015.



**ADOPTION, COMPLIANCE AND NON-ADOPTION OF NON-MANDATORY REQUIREMENTS**

• The Board :

The Company defrays expenses of the Non-Executive Chairman's office incurred in the performance of his duties.

• Shareholder Rights :

The Company's quarterly and half yearly results are published in the newspaper and also uploaded on its website [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com). However, the Company furnishes the quarterly and half-yearly results on receipt of a request from the Shareholders.

• Audit Qualifications :

There are no qualifications in the Independent Auditor's Report on the financial statements for the financial year 2017-18.

• Reporting of Internal Auditors :

The internal Auditors report directly to the Audit Committee and Risk Management Committee.

**DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE COMPANY'S CODE OF CONDUCT**

This is to confirm that the Company has adopted a code of conduct for its employees including the Managing Director, Wholetime/ Executive Directors, Non-Executive Directors and Independent Directors. The code is available on the Company's Website.

I confirm that the company has in respect of the year ended march 31, 2018, received from the Senior Management Team of the Company and the Members of the Board a declaration of Compliance with the code of conduct as applicable to them.

For the purpose of this declaration , Senior Management Teams means the Chief Executive Officer , President ( sales & marketing), Chief Financial Officer, Head –Commercial, Head-HR & Legal , unit heads, Departmental Heads and the Company Secretary.

**For Anubhav Infrastructure Limited**

Place : Howrah

Date : August 23, 2018

Sd/-

Dinesh Agarwal  
(Managing Director)

Din : 0499238



**CEO AND CFO CERTIFICATION**

The Board of Directors  
**Anubhav Infrastructure Limited**  
"Ananta Bhavan", 94 Vivekanand Nagar, P.O - Podrah  
Andul Road, 3rd Floor, R.No. 303, Howrah – 711 109

Pursuant to Regulation 17(8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, I Dinesh Agarwal, Managing Director and Chief Financial Officer together certify to the Board that :

- a) I have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2018 and based on our knowledge and belief, I state that :
- i) These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
  - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations;
- b) I further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2018 are fraudulent, illegal or violate the Company's code of conduct;
- c) I accept responsibility for establishing and maintaining internal controls and for evaluating the effectiveness of the same over the financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which are aware and the steps I have taken or propose to take to rectify these deficiencies.
- d)
  - i) There has not been any significant change in internal control over financial reporting during the year under reference.
  - ii) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements.
  - iii) I am aware that there is no instances during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

***For Anubhav Infrastructure Limited***

**Sd/-**

Dinesh Agarwal

**(Managing Director & CFO)**

Din : 00499238

**Place : Howrah**

**Date : August 23, 2018**



**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

The Members of  
**Anubhav Infrastructure Limited**  
"Ananta Bhavan", 94 Vivekananda Nagar, PO : Podrah,  
Andul Road, 3rd Floor, R.No.303,  
Howrah – 711 109

We, have examined the compliance of conditions of Corporate Governance by Anubhav Infrastructure Limited ("the Company"), for the year ended on March 31, 2018, as stipulated in the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination is limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

We state that all investor grievances were redressed within 30 days of lodgment of grievance and as on March 31, 2018 no investor complaint is pending against the Company as per the records maintained by the Stakeholders Relationship/Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company, nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Sarp & Associates  
Chartered Accountants  
FRN No. 007375C

Place : Kolkata  
Date : August 23, 2018

Sd/-  
Shailesh Agarwal  
Partner  
Membership No. 063220

**INDEPENDENT AUDITORS' REPORT ON STANDALONE FINANCIAL STATEMENTS**

To the Members of :

**ANUBHAV INFRASTRUCTURE LIMITED**

**REPORT ON THE STANDALONE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of Anubhav Infrastructure Limited ('the Company'), which comprise the balance sheet as at 31st March 2018, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

**OPINION**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2018 and its profit and its cash flows for the year ended on that date.



**REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS**

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "ANNEXURE – 2" a statement on the matters specified in the Order, to the extent applicable.
2. As required by sub-section 3 of Section 143 of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - (c) The balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) On the basis of the written representations received from the directors as on 31st March 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2018 from being appointed as a director in terms of Section 164 (2) of the Act;
  - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "ANNEXURE - 1"; and
  - (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company did not have any pending litigations in its financial statements.
    - ii. The Company did not have any long term contract including derivative contract which may lead to any foreseeable losses.
    - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For SARP & ASSOCIATES**

Chartered Accountants

FRN No.- 007375C

Sd/-

**Shailesh Agarwal**

Partner

Membership No. - 063220

Place : Kolkata

Date : May 30, 2018

**ANNEXURE – 1****REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")**

We have audited the internal financial controls over financial reporting of Anubhav Infrastructure Limited ("the Company") as of 31st March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.





**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For SARP & ASSOCIATES**  
Chartered Accountants  
FRN No. : 007375C

Sd/-

**SHAILESH AGARWAL**  
Partner

Membership No. : 063220

Place : Howrah

Date : May 30, 2018

**ANNEXURE – 2****AUDITORS REPORT AS PER THE COMPANIES (AUDITOR'S REPORT) ORDER 2016 ON THE STANDALONE FINANCIAL STATEMENTS:****1) PROPERTY, PLANT & EQUIPMENT [Clause 3(i)]**

Following matters shall be included in auditor's report relating to Fixed Assets of the Company.

- a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets.
- b) These fixed assets have been physically verified by the management at reasonable intervals; no any material discrepancies were noticed on such verification and the same has been properly dealt in the books of accounts.
- c) The title deeds of immovable properties are held in the name of the Company.

**2) INVENTORY [Clause 3(ii)]**

The Company has no Inventory. Accordingly, clause 2(a), 2(b) & 2(c) of the Companies (Auditors' Report) order 2015 is not applicable on the Company.

**3) LOAN GIVEN BY COMPANY [Clause 3(iii)]**

The Company has not granted any loans, secured or unsecured to Companies, Firms or other parties listed in the register maintained pursuant to provision of section 189 of the Companies Act, 2013.

**4) LOAN TO DIRECTORS AND INVESTMENT BY COMPANY [Clause 3(iv)]**

In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.

**5) DEPOSITS [Clause 3(v)]**

According to the information and explanation given to us the Company has not accepted deposits from the public during the financial year under audit.

**6) COST RECORDS [Clause 3(vi)]**

In our opinion and according to information and explanation given to us, the Company does not manufacturing any goods and the provision related to maintenance of cost records by the Company under sub section (1) of section 148 of Companies Act, 2013 for any of its products as prescribed by Central Government, are not applicable.

**7) STATUTORY DUES [Clause 3(vii)]**

Following matters shall be reported for statutory dues and disputed for tax and duties.

- a) The Company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have been regularly paid to the appropriate authorities.
- b) According to the information and explanations given to us there are no dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added tax which have not been deposited on account of any dispute.



**8) REPAYMENT DUES [Clause 3(viii)]**

Based on our audit procedures and as per the information & explanations given by the management, we are of the opinion the Company has not defaulted in repayment of loans or borrowing to a financial institution, bank, Government or dues to debenture holders.

**9) UTILISATION OF INTIAL AND FURTHER PUBLIC OFFER [Clause 3(ix)]**

In our opinion and according to information and explanations given to us, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans.

**10) FRAUD [Clause 3(x)]**

No fraud has been noticed or reported on or by the Company during the year.

**11) APPROVAL OF MANAGERIAL REMUNERATION [Clause 3(xi)]**

The managerial remuneration has been paid or provided during the year in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

**12) NIDHI COMPANY [Clause 3(xii)]:**

In our opinion, and according to information and explanations given to us, clause (xii) of para 3 to Companies (Auditor's Report) Order, 2016 w.r.t. Nidhi Company is not applicable to Company.

**13) RELATED PARTY TRANSACTION [Clause 3(xiii)]**

In our opinion all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards

**14) PRIVATE PLACEMENT AND PREFERENTIAL ISSUES [Clause 3(xiv)]**

The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

**15) NON CASH TRANSACTION [Clause 3(xv)]**

The Company has not entered into any non-cash transactions with directors.

**16) REGISTER WITH RBI ACT, 1934 [Clause 3(xvi)]**

The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For SARP & ASSOCIATES**

Chartered Accountants

FRN No. : 007375C

Sd/-

**SHAILESH AGARWAL**

Partner

Membership No. : 063220

Place : Howrah

Date : May 30, 2018



# FINANCIAL STATEMENT



**BALANCE SHEET as at 31st March, 2018**

(Amount in Rupees)

SL. NO.	PARTICULARS	NOTE NO.	As at 31st March, 2018	As at 31st March, 2017
<b>II.</b>	<b>ASSETS</b>			
1	<b>NON-CURRENT ASSETS</b>			
a)	PROPERTY, PLANT & EQUIPMENT	2	6,16,611	41,02,301
	<b>TOTAL (1)</b>		<b>6,16,611</b>	<b>41,02,301</b>
2	<b>CURRENT ASSETS</b>			
a)	<b>FINANCIAL ASSETS</b>			
i)	INVESTMENTS	3	5675,25,500	5513,52,000
ii)	TRADE RECEIVABLES	4	171,90,638	172,03,059
iii)	LOAN	5	1230,17,331	1315,47,749
iv)	CASH AND CASH EQUIVALENTS	6	91,175	29,35,326
	<b>TOTAL (2)</b>		<b>7078,24,644</b>	<b>7030,38,134</b>
	<b>TOTAL (1+2)</b>		<b>7084,41,255</b>	<b>7071,40,435</b>
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
1	<b>SHAREHOLDERS FUNDS</b>			
a)	EQUITY SHARE CAPITAL	7	2141,48,880	2141,48,880
b)	OTHER EQUITY	8	4831,38,647	4829,60,186
	<b>TOTAL (1)</b>		<b>6972,87,527</b>	<b>6971,09,066</b>
2	<b>NON-CURRENT LIABILITIES</b>			
a)	DEFERRED TAX LIABILITY	9	1,605	35,596
	<b>TOTAL (2)</b>		<b>1,605</b>	<b>35,596</b>
3	<b>CURRENT LIABILITIES</b>			
a)	<b>FINANCIAL LIABILITIES</b>			
i)	TRADE PAYABLES	10	10,73,660	10,18,588
b)	PROVISIONS	11	89,96,437	89,08,185
c)	OTHER CURRENT LIABILITIES	12	9,43,675	25,000
d)	CURRENT TAX LIABILITIES	13	1,38,351	44,000
	<b>TOTAL (3)</b>		<b>111,52,123</b>	<b>99,95,773</b>
	<b>TOTAL (1+2+3)</b>		<b>7084,41,255</b>	<b>7071,40,435</b>
	<b>SIGNIFICANT ACCOUNTING POLICIES</b>	1		
	<b>NOTES ON FINANCIAL STATEMENT</b>	2-18		

The Notes referred to above are an integral part of the Financial Statement

<p>IN TERMS OF OUR REPORT ATTACHED For SARP &amp; ASSOCIATES Chartered Accountants FRN No.- 007375C</p> <p>Sd/-</p> <p><b>SHAILESH AGARWAL</b> Partner Membership No. - 063220</p>	<p>ON BEHALF OF THE BOARD OF DIRECTORS</p> <p>Sd/-</p> <p><b>DINESH AGARWAL</b> Managing Director DIN : 00499238</p> <p>Sd/-</p> <p><b>AJAY KUMAR KHANDELWAL</b> Director DIN : 02186565</p> <p>Sd/-</p> <p><b>NEHA KEDIA</b> Company Secretary M. No - 36732</p>
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Place : Howrah  
Date : 30th May, 2018

**STATEMENT OF PROFIT AND LOSS for the year ended 31st March, 2018**

(Amount in Rupees)

SL. NO.	PARTICULARS	NOTE NO.	For the year ended 31st March, 2018	For the year ended 31st March, 2017
<b>I.</b>	<b>INCOME</b>			
1	REVENUE FROM OPERATIONS	14	68,26,102	2191,82,849
	<b>TOTAL REVENUE</b>		<b>68,26,102</b>	<b>2191,82,849</b>
<b>II.</b>	<b>EXPENSES</b>			
1	PURCHASE OF STOCK IN TRADE	15	12,29,800	2124,72,680
2	EMPLOYEE BENEFITS EXPENSES	16	33,00,292	38,34,096
3	DEPRECIATION & AMORTIZATION EXPENSES	17	2,35,690	2,35,690
4	OTHER EXPENSES	18	18,27,598	22,12,817
	<b>TOTAL EXPENSES</b>		<b>65,93,380</b>	<b>2187,55,283</b>
<b>III.</b>	<b>PROFIT BEFORE TAX</b>		<b>2,32,722</b>	<b>4,27,566</b>
<b>IV.</b>	<b>TAX EXPENSE</b>			
1	CURRENT TAX		88,252	1,48,294
2	DEFERRED TAX		(33,991)	(16,176)
<b>V.</b>	<b>PROFIT / (LOSS) AFTER TAX FOR THE PERIOD</b>		<b>1,78,461</b>	<b>2,95,448</b>
<b>VI.</b>	<b>EARNING PER EQUITY SHARE</b>			
1	BASIC		0.01	0.01
2	DILUTED		0.01	0.01
	<b>SIGNIFICANT ACCOUNTING POLICIES</b>	1		
	<b>NOTES ON FINANCIAL STATEMENT</b>	2-18		

The Notes referred to above are an integral part of the Financial Statement

IN TERMS OF OUR REPORT ATTACHED For SARP & ASSOCIATES Chartered Accountants FRN No.- 007375C	ON BEHALF OF THE BOARD OF DIRECTORS		
Sd/-	Sd/-	Sd/-	Sd/-
<b>SHAILESH AGARWAL</b> Partner Membership No. - 063220	<b>DINESH AGARWAL</b> Managing Director DIN : 00499238	<b>AJAY KUMAR KHANDELWAL</b> Director DIN : 02186565	<b>NEHA KEDIA</b> Company Secretary M. No - 36732

Place : Howrah  
Date : 30th May, 2018



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st March, 2018**

(Amount in Rupees)

SL. NO.	PARTICULARS	As at 31st March, 2018	As at 31st March, 2017
(A)	<b>Cash flow from Operating Activities:</b>		
	Profit Before Tax	2,32,722	4,27,566
	<b>Adjustments for:</b>		
	Depreciation	2,35,690	2,35,690
	Operating Capital before Working capital charges	4,68,412	6,63,256
	<b>Change in Working Capital</b>		
	Receivables (Increase)/decrease	12,421	549,71,511
	Trade payables Increase/(decrease)	55,072	(1513,90,046)
	Short Term Provisions - Increase/(Decrease)	88,252	1,48,294
	Other Current Liabilities - Increase/(Decrease)	9,18,675	(41,645)
	Current Tax Liabilities	94,351	-
	Cash Flow from Operating Activities before Income Tax	11,68,771	(963,11,886)
	Income Tax Paid / Adjustments	(88,252)	(1,48,294)
<b>Net cash flow from/(used in) operating activities (A)</b>	<b>15,48,931</b>	<b>(957,96,924)</b>	
(B)	<b>Cash Flow From Investing Activities:</b>		
	proceeds from sale/(purchase)of investments	(161,73,500)	(1060,59,000)
	proceeds from sale/(purchase)of Fixed Assets	32,50,000	-
	Short Term Loans & Advances - (Increase)/Decrease	85,30,418	2027,08,937
<b>Net Cash flow from /(used in) investing activities (B)</b>	<b>(43,93,082)</b>	<b>966,49,937</b>	
(C)	<b>Cash Flow From Financing Activities:</b>		
	Share Capital Increase/(decrease)	-	-
	Premium on Share Capital Increase/(decrease)	-	-
	<b>Net Cash Flow from (used in) financing activities (C)</b>	<b>-</b>	<b>-</b>
	Net cash flow after adjusting (A+B+C)	(28,44,151)	8,53,013
	Cash and cash equivalents at the beginning of the year	29,35,326	20,82,313
	<b>Cash and cash equivalents at the end of the year</b>	<b>91,175</b>	<b>29,35,326</b>
	<b>Components of cash and cash equivalents</b>		
	Balances with Banks in Current Account	44,607	29,04,773
	Cash in Hand	46,568	30,553
<b>Total cash and cash equivalents</b>	<b>91,175</b>	<b>29,35,326</b>	

IN TERMS OF OUR REPORT ATTACHED  
For SARP & ASSOCIATES  
Chartered Accountants  
FRN No.- 007375C

Sd/-

**SHAILESH AGARWAL**  
Partner

Membership No. - 063220

ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

**DINESH AGARWAL**  
Managing Director  
DIN : 00499238

Sd/-

**AJAY KUMAR KHANDELWAL**  
Director  
DIN : 02186565

Sd/-

**NEHA KEDIA**  
Company Secretary  
M. No - 36732

Place : Howrah

Date : 30th May, 2018



## **NOTES : Forming Part of the Financial Statement**

### **CORPORATE INFORMATION**

**ANUBHAV INFRASTRUCTURE LIMITED** (the Company) is a Limited Company domiciled in India and incorporated under the provisions of the Companies Act, 1956.

The Company is in the business of providing land development, construction services and other related services for civil & structural construction and infrastructure sector projects.

### **1. SIGNIFICANT ACCOUNTING POLICIES & NOTES :**

#### **1.1 Statement of Compliance**

These financial statements have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 as applicable. Up to the year ended March 31, 2017, the Company prepared its financial statements in accordance with the requirements of previous GAAP, which includes Standards notified under the Companies (Accounting Standards) Rules, 2006. These are the company's first Ind AS financial statements. The date of transition to Ind AS is April 1st, 2016. Refer Note 27 for the details of first-time adoption exemptions availed by the Company. In accordance with Ind AS 101 First-time Adoption of Indian Accounting Standard, the Company has presented a reconciliation under Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 ("Previous GAAP" or "Indian GAAP") to Ind AS.

#### **1.1.1. Basis of Preparation of Financial Statements**

These financial statements are prepared on historical cost basis, except for certain financial instruments which are measured at fair values as explained in the accounting policies below.

#### **1.2. Presentation and disclosure of Financial Statements**

During the year ended 31st March 2011, Revised Schedule VI notified under the Companies Act 1956, has become applicable to the Company, for preparation and presentation of its financial statements. The adoption of revised Schedule VI does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The Company has also reclassified the previous year figures in accordance with the requirements applicable in the current year. The revised schedule VI allows line items, sub-line items and sub-totals to be presented as an addition or substitution on the face of the financial statements when such presentation is relevant to an understanding of the Company's financial position or performance or to cater to industry/sector-specific disclosure requirements. As per Companies Act 2013 Schedule VI name has been replaced by Schedule III.

#### **1.3. Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles require management to make estimates and assumptions that affect the reported amounts of assets and





liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period end. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

**1.4. Cash and cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

**1.5. Provision For Current And Deferred Tax**

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the Company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income originating during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date.

**1.6. Investments**

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as Current Investments. All other investments are classified as Long Term Investments. On initial recognition, all investments are measured at cost. The cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. Both current investments and long term investments are carried in the financial statements at cost. On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the statement of profit and loss.

**1.7. Current Assets & Loans**

In the opinion of the Board and to the best of its knowledge and belief the value on realization of current assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet and repayable on demand.

**1.8. Property, Plant & Equipment**

**Tangible Assets :**

Tangible assets are stated at their cost of acquisition net of receivable CENVAT and VAT Credits. All costs,



direct or indirect, relating to the acquisition and installation of fixed assets and bringing it to its working condition for its intended use are capitalized and include borrowing costs and adjustments arising from foreign exchange rate variations directly attributable to construction or acquisition of fixed assets. Depreciation on fixed assets is provided on straight line method (SLM) on a pro-rata-basis at the rates and in the manner specified in part C of Schedule II to the Companies Act, 2013. In respect of assets acquired/sold during the period, depreciation has been provided on pro-rata basis with reference to the days of addition/put to use or disposal.

#### **Impairment of tangible and intangible Assets :**

Management periodically assesses using, external and internal sources, whether there is an indication that an asset may be impaired. An impairment loss is recognized wherever the carrying value of an asset exceeds its recoverable amount. The recoverable amount is higher of the asset's net selling price and value in use i.e. the present value of future cash flows expected to arise from the continuing use of the asset and its eventual disposal. An impairment loss for an asset is reversed if there has been a change in the estimates used to determine the recoverable amount since the last impairment loss was recognized.

#### **1.9. Recognition of Income & Expenditure**

Income and expenditure is recognized and accounted for on accrual basis. Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue from sale of goods is recognized on transfer of significant risks and rewards of ownership to the customer and when no significant uncertainty exists regarding realization of the consideration. Sales are recorded net of sales returns, sales tax/VAT, cash and trade discounts.

#### **1.10. Earning Per Shares**

The Company reports Basic and Diluted earnings per equity share in accordance with the Accounting Standard - 20 on Earning Per Share. In determining earning per share, the Company considers the net profit after tax and includes the post tax effect of any extraordinary/exceptional items. The number of shares used in computing basic earnings per share is the weighted average number of equity shares outstanding during the period. The numbers of shares used in computing diluted earnings per share comprises the weighted average number of equity shares that would have been issued on the conversion of all potential equity shares. Dilutive potential equity shares have been deemed converted as of the beginning of the period, unless issued at a later date.

#### **1.11. Provision, Contingent Liabilities and Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources.



The Company are not recognized any Contingent Liabilities and Contingent Assets in the financial statements.

**1.12. Cash Flow Statement**

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals or accruals of past & future operating cash receipts or payments and item of income or expenses associated with investing and financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

**1.13. Borrowing Cost**

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying assets is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to revenue.

**1.14. Foreign Currency Transactions**

The Company follows Accounting Standard- 11 issued by the Institute of Chartered Accounting of India to account for the foreign exchange transactions.

**As per our report even date**

**For Anubhav Infrastructure Limited**

**For SARP & ASSOCIATES**  
Chartered Accountants  
FRN No.- 007375C

Sd/-  
Dinesh Agarwal  
**(Managing Director)**  
Din : 00499238

Sd/-  
Ajay Kumar Khandelwal  
**(Director)**  
Din : 02186565

SD/-  
Neha Kedia  
**(Company Secretary)**  
Mem No. 36732

Sd/-  
**Shailesh Agarwal**  
Partner  
Membership No. 063220

**Place : Howrah**  
**Date : May 30, 2018**


**NOTES : Forming Part of the Financial Statement**

(Amount in Rupees)

NOTE NO.	PARTICULARS	As at 31st March, 2018	As at 31st March, 2017		
<b>2</b>	<b><u>PROPERTY, PLANT &amp; EQUIPMENT</u></b>				
2.1	TANGIBLE ASSET	6,16,611	41,02,301		
		<b>6,16,611</b>	<b>41,02,301</b>		
<b>3</b>	<b><u>INVESTMENTS</u></b>				
3.1	INVESTMENTS IN EQUITY / PREFERENCE SHARES	5675,25,500	5513,52,000		
		<b>5675,25,500</b>	<b>5513,52,000</b>		
<b>4</b>	<b><u>TRADE RECEIVABLES</u></b>				
4.1	DEBTS OUTSTANDING FOR A PERIOD EXCEEDING SIX (UNSECURED CONSIDERED GOOD)	171,90,638			
4.2	OTHER DEBTS		172,03,059		
		<b>171,90,638</b>	<b>172,03,059</b>		
<b>5</b>	<b><u>LOAN</u></b>				
5.1	UNSECURED CONSIDERED GOOD OTHERS	1230,17,331	1315,47,749		
		<b>1230,17,331</b>	<b>1315,47,749</b>		
<b>6</b>	<b><u>CASH &amp; CASH EQUIVALENTS</u></b>				
6.1	BALANCE WITH BANKS - IN CURRENT ACCOUNTS	44,607	29,04,773		
6.2	CASH IN HAND	46,568	30,553		
		<b>91,175</b>	<b>29,35,326</b>		
<b>7</b>	<b><u>EQUITY SHARE CAPITAL</u></b>				
7.1	<b>AUTHORISED</b> 2,30,00,000 (2,30,00,000) Equity Shares of Rs. 10/- each	<b>2300,00,000</b>	<b>2300,00,000</b>		
7.2	<b>ISSUED, SUBSCRIBED &amp; PAID UP</b> 2,14,14,888 (2,14,14,888) Equity Shares of Rs. 10/- each	<b>2141,48,880</b>	<b>2141,48,880</b>		
7.3	<b>TERMS/ RIGHTS ATTACHED TO EQUITY SHARES</b>  The Company has only one class of equity share having par value of Rs 10 / per share . Each holder of Equity share is entitled to one vote per share In the event of liquidation of the company , the holder of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The Distribution will be in proportion to the number of equity share held by the shareholders.				
7.4	<b>DETAILS OF SHAREHOLDERS HOLDING MORE THAN 5% SHARES OF THE COMPANY</b>				
	<b>Name of the Share Holder</b>	<b>As at 31st March, 2018</b>		<b>As at 31st March, 2017</b>	
		<b>Shares Held</b>	<b>% of Holding</b>	<b>Shares Held</b>	<b>% of Holding</b>
	PARMESHWAR BARTER PRIVATE LIMITED	76,84,872	35.89	76,84,872	35.89
	PARMESHWAR MERCANTILE PVT LTD	76,86,016	35.89	76,86,016	35.89
<b>8</b>	<b><u>OTHER EQUITY</u></b>				
8.1	<b>SECURITIES PREMIUM ACCOUNT</b> AT THE BEGINNING OF THE ACCOUNTING PERIOD			4607,95,120	4607,95,120
	ADDITIONS DURING THE YEAR				
	AT THE END OF THE ACCOUNTING PERIOD			<b>4607,95,120</b>	<b>4607,95,120</b>



**NOTES : Forming Part of the Financial Statement**

(Amount in Rupees)

NOTE NO.	PARTICULARS	As at 31st March, 2018	As at 31st March, 2017
8.2	<b><u>SURPLUS</u></b>		
	AT THE BEGINNING OF THE ACCOUNTING PERIOD	221,65,066	218,69,618
	PROFIT / (LOSS) DURING THE YEAR	1,78,461	2,95,448
	(BALANCE IN STATEMENT OF PROFIT & LOSS A/C)		
	AT THE END OF THE ACCOUNTING PERIOD	<b>223,43,527</b>	<b>221,65,066</b>
	<b>TOTAL</b>	<b>4831,38,647</b>	<b>4829,60,186</b>
9	<b><u>DEFERRED TAX LIABILITY</u></b>		
9.1	DEFERRED TAX LIABILITY	1,605	35,596
		<b>1,605</b>	<b>35,596</b>
10	<b><u>TRADE PAYABLES</u></b>		
10.1	SUNDRY CREDITORS	10,73,660	10,18,588
		<b>10,73,660</b>	<b>10,18,588</b>
11	<b><u>PROVISIONS</u></b>		
11.1	PROVISIONS FOR TAXATION	89,96,437	89,08,185
		<b>89,96,437</b>	<b>89,08,185</b>
12	<b><u>OTHER CURRENT LIABILITIES</u></b>		
12.1	OTHER CURRENT LIABILITIES	9,43,675	25,000
		<b>9,43,675</b>	<b>25,000</b>
13	<b><u>CURRENT TAX LIABILITIES</u></b>		
13.1	TAX DEDUCTED AT SOURCE	1,38,351	44,000
		<b>1,38,351</b>	<b>44,000</b>
14	<b><u>REVENUE FROM OPERATIONS</u></b>		
14.1	RECEIPT FROM OPERATIONS	68,26,102	2191,82,849
		<b>68,26,102</b>	<b>2191,82,849</b>
15	<b><u>PURCHASE OF STOCK IN TRADE</u></b>		
15	COST OF OPERATIONS	12,29,800	2124,72,680
		<b>12,29,800</b>	<b>2124,72,680</b>
16	<b><u>EMPLOYEE BENEFITS EXPENSE</u></b>		
16.1	SALARY AND WAGES		
	OFFICE STAFF SALARY	32,13,000	37,66,110
16.2	OTHER EXPENSES		
	WORKERS AND STAFF WELFARE	87,292	67,986
		<b>33,00,292</b>	<b>38,34,096</b>
17	<b><u>DEPRECIATION AND AMORTZATION EXPENSES</u></b>		
17.1	DEPRECIATION EXPENSES	2,35,690	2,35,690
		<b>2,35,690</b>	<b>2,35,690</b>

**NOTES : Forming Part of the Financial Statement**

(Amount in Rupees)

NOTE NO.	PARTICULARS	As at 31st March, 2018	As at 31st March, 2017
<b>18</b>	<b><u>OTHER EXPENSES</u></b>		
18.1	<b>ADMINISTRATIVE EXPENSE</b>		
	ADVERTISMENT EXPENSES	41,260	61,749
	AUDIT FEES	25,000	25,000
	BANK CHARGES	10,678	3,725
	BOARD MEETING FEES	42,500	44,500
	BROKERAGE & COMMISSION PAID	1,27,327	68,974
	BUSINESS PROMOTION EXPENSES	2,26,700	1,75,874
	CERTIFICATION CHARGES	10,000	-
	CONVEYANCE EXPENSES	1,89,848	1,68,733
	EDP EXPENSES	1,18,860	51,800
	ELECTRICITY EXPENSES	40,501	39,174
	FILING FEES	6,000	10,200
	GENERAL EXPENSES	15,078	16,366
	INTEREST PAID	10,671	1,02,886
	LEGAL & PROFESSIONAL FEES	74,826	6,44,902
	LISTING EXPENSES	4,95,847	4,91,065
	MOTOR CAR EXPENSES	2,42,852	1,28,379
	PRINTING & STATIONARY	1,30,561	1,42,743
	TELEPHONE EXPENSES	19,089	36,747
		<b>18,27,598</b>	<b>22,12,817</b>

Notes 1 to 18 signed by the following

IN TERMS OF OUR REPORT ATTACHED For SARP & ASSOCIATES Chartered Accountants FRN No.- 007375C	ON BEHALF OF THE BOARD OF DIRECTORS		
Sd/-	Sd/-	Sd/-	Sd/-
<b>SHAILESH AGARWAL</b>	<b>DINESH AGARWAL</b>	<b>AJAY KUMAR KHANDELWAL</b>	<b>NEHA KEDIA</b>
Partner	Managing Director	Director	Company Secretary
Membership No. - 063220	DIN : 00499238	DIN : 02186565	M. No - 36732

Place : Howrah  
Date : 30th May, 2018



**NOTES : Forming Part of the Financial Statement**

(Amount in Rupees)

**2. PROPERTY, PLANT & EQUIPMENT  
ANNEXURE TO TANGIBLE ASSET**

SL. NO.	GROSS BLOCK	OPENING BALANCE	ADDITION BALANCE	DELETION	CLOSING BALANCE
1	FURNITURE AND FIXTURE	1,32,850	-	-	1,32,850
2	VEHICLES (CARS)	11,18,643	-	-	11,18,643
3	OFFICE FLAT	32,50,000	-	32,50,000	-
4	COMPUTERS	2,84,730	-	-	2,84,730
	<b>TOTAL OF THE CURRENT YEAR</b>	<b>47,86,223</b>	<b>-</b>	<b>32,50,000</b>	<b>15,36,223</b>
	<b>TOTAL OF THE PREVIOUS YEAR</b>	<b>47,86,223</b>	<b>-</b>	<b>-</b>	<b>47,86,223</b>

  

SL. NO.	DEPRECIATION BLOCK	OPENING BALANCE	ADDITION BALANCE	DELETION	CLOSING BALANCE
1	FURNITURE AND FIXTURE	25,242	12,621	-	37,863
2	VEHICLES (CARS)	4,78,332	1,32,895	-	6,11,227
3	OFFICE FLAT	-	-	-	-
4	COMPUTERS	1,80,348	90,174	-	2,70,522
	<b>TOTAL OF THE CURRENT YEAR</b>	<b>6,83,922</b>	<b>2,35,690</b>	<b>-</b>	<b>9,19,612</b>
	<b>TOTAL OF THE PREVIOUS YEAR</b>	<b>4,48,232</b>	<b>2,35,690</b>	<b>-</b>	<b>6,83,922</b>

  

SL. NO.	NET BLOCK	AS ON 31ST MARCH, 2018	AS ON 31ST MARCH, 2017
1	FURNITURE AND FIXTURE	94,987	1,07,608
2	VEHICLES (CARS)	5,07,416	6,40,311
3	OFFICE FLAT	-	32,50,000
4	COMPUTERS	14,208	1,04,382
	<b>TOTAL OF THE CURRENT YEAR</b>	<b>6,16,611</b>	<b>41,02,301</b>
	<b>TOTAL OF THE PREVIOUS YEAR</b>	<b>41,02,301</b>	<b>43,37,991</b>



**ANUBHAV INFRASTRUCTURE LIMITED**

**REGISTERED ADDRESS:** "Ananta Bhavan", 94 Vivekanand Nagar, PO : Podrah,  
Andul Road, 3rd Floor, R.No.303, Howrah – 711 109

**CIN No.:** L51109WB2006PLC107433, **Contact No. :** 82320 13440

**EMAIL ID :** [info@anubhavinfrastucture.com](mailto:info@anubhavinfrastucture.com)

**WEBSITE :** [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com)

**ATTENDANCE SLIP**

Thirteenth Annual General Meeting – September 22, 2018 at "Ananta Bhavan", 94 Vivekanand Nagar, PO:  
Podrah, Andul Road, 3rd Floor, R.No.303, Howrah – 711 109

<b>Folio No. :</b> _____	<b>Client ID No. :</b> _____	<b>DP ID No. :</b> _____
--------------------------	------------------------------	--------------------------

Name of the attending Member / Proxy \_\_\_\_\_

I hereby record my presence at the Thirteenth Annual General Meeting to be held on September 22, 2018 at 10.00 A.M.

\_\_\_\_\_  
**Member's / Proxy's Signature**

**Note :**

Shareholders / Proxy holder desiring to attend the meeting should bring his copy of the Annual Report for reference at the meeting. Please bring this attendance slip to the meeting and hand over at the entrance duly filled in and signed.





PROXY FORM
Form No. MGT-11

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies Management and Administration) Rules, 2014]

CIN : L51109WB2006PLC107433

Name of the Company : 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

Table with 2 columns and 5 rows: Name of the Member(s), Registered Address, E-mail Id, Folio No. / Client Id, DP ID.

I/We, being the member(s) of ..... shares of the above named Company, hereby appoint

1. Name:
Address:

E-mail Id:
Signature: or failing him/her

2. Name:
Address:

E-mail Id:
Signature: or failing him/her

3. Name:
Address:

E-mail Id:
Signature: or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 13th Annual General



Meeting of the Company, to be held on September 22, 2018 at 10:00 A.M 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, and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions
<b>Ordinary Business :</b>	
1.	Adoption of Audited Balance Sheet (Standalone) for March 31, 2018.
2.	Appointment of Director in place of Shri Dinesh Agarwal who retire by rotation and eligibly offers himself for re-appointment.
3.	Re-appointment of Statutory Auditor and fixing their remuneration.
<b>Special Business :</b>	
4.	Appointment of Shri Mahesh Kumar Chokhani (Din : 07093710) as an Additional Director of the Company i.e. to be regularize in ensuing Annual General Meeting to be held on September 22, 2018.

Signed this ..... day of ..... 2018

Affix  
Revenue  
Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

**Notes :**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. Any alteration or correction made to this Proxy form must be initialed by the signatory / signatories.



## Form No. MGT – 12

## Polling Paper

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(9)(c) of the Companies (Management Administration) Rules, 2014]

CIN : L51109WB2006PLC107433

Name of the Company : Anubhav Infrastructure Limited

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

## BALLOT PAPER

Sl.No.	Particulars	Details
1.	Name of the first named Shareholders (In block Letters)	
2.	Postal address	
3.	Registered folio No. / Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Shares	

I hereby exercise my vote in respect of Ordinary /Special resolution enumerated below by recoding my assent or dissent to the said resolution in the following manner :

No.	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Ordinary Resolution : Adoption of Audited Balance Sheet for March 31, 2018.			
2.	Ordinary Resolution : Appointment of Director in place of Mr. Dinesh Agarwal (Din : 00499238), who retire by rotation, and, being eligible, offers himself for re-appointment.			
3.	Ordinary Resolution : Re-appointment of Statutory Auditor and fixing their remuneration.			
4.	Ordinary Resolution : Appointment of Shri Mahesh Kumar Chokhani (Din : 07093710) as an Additional Director of the Company i.e. to be regularize in ensuing Annual General Meeting to be held on September 22, 2018.			

Place :

Date :

(Signature of the Shareholder)

**Notes :**

1. Please read the instructions overleaf before exercising your vote through Ballot Form.
2. If you opt to cast vote by e-voting, there is no need to fill up and sign this Ballot Form.
3. Last date for the receipt of Ballot Form by Scrutinizer is Saturday, September 22, 2018 (5.00 p.m IST)

**INSTRUCTIONS****I. General Instructions :**

1. A Member can opt for only one mode of voting i.e, either through e-voting or by Ballot Form. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot Form shall be treated as invalid.
2. Instructions for voting electronically through e-voting process has been mentioned in detail in the Notice of the 13th Annual General Meeting of the Company and instruction for voting through Ballot Form is mentioned as hereunder.
3. M/s. Rateria & Associates (Practicing No. 20125), Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the E-voting process (remote e-voting) in a fair and transparent manner.

**II. Instruction for voting physically on Ballot Form**

1. A Member desiring to exercise vote by Ballot should complete this Ballot Form (no other form or photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Ballot Forms, if deposited in person or sent at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. Assent/Dissent to the proposed resolutions may be recorded by placing a tick (✓) in appropriate column. The assent/dissent in any other format shall be considered invalid.
4. This Form should be completed and signed by the Member(s) as per specimen signature(s) registered with the Company or with the Depository Participant as the case may be. In case of joint shareholding, this Form should be completed and signed by the first named Member and in his absence, the next named Member.
5. Please note that Ballot Form shall not be signed by proxy.
6. Incomplete, unsigned, improperly and incorrectly tick marked Ballot Forms will be rejected. Members are requested to fill in the Ballot Form in indelible ink and not in any erasable writing mode. The Scrutinizer's decision on the validity of the Ballot Form shall be final.
7. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours on Saturday, September 22, 2018 (5.00 p.m. IST). All Ballot Forms received after this date will be strictly treated as if reply from such Member (s) has not been received.



(FORM NO. SH-13)

## Nomination Form

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To  
**Anubhav Infrastructure Limited**  
"Ananta Bhavan", 94 Vivekanand Nagar, P.O- Podrah,  
Andul Road, Near West Bank Hospital, 3rd Floor,  
R.No.303 , Howrah - 711109.

I/ We ..... the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

**1. Particulars of the Securities (in respect of which nomination is being made):**

Nature of Security	Folio No.	No. of Securities	Certificate No.	Distinctive No.

**2. Particulars of Nominee/s:**

- a) Name : \_\_\_\_\_
- b) Date of Birth : \_\_\_\_\_
- c) Father's/Mother's/Spouse's : \_\_\_\_\_
- d) Occupation : \_\_\_\_\_
- e) Nationality : \_\_\_\_\_
- f) Address : \_\_\_\_\_
- g) Email ID : \_\_\_\_\_
- h) Relationship with the security holder : \_\_\_\_\_



**3. In case nominee is minor:**

- a) Date of Birth : .....
- b) Date of attaining Majority : .....
- c) Name of Guardian : .....
- d) Address of Guardian : .....

**Name of the Security Holder(s):**

**Signature**

1.....

.....

2.....

.....

Name of witness : ..... Signature of witness: .....

Address of witness: ..... Date: .....



(FORM NO. SH-14)

Cancellation or Variation of Nomination

[Pursuant to Section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014]

To
Anubhav Infrastructure Limited
"Ananta Bhavan", 94 Vivekanand Nagar, P.O- Podrah,
Andul Road, Near Westbank Hospital, 3rd Floor,
R.No.303 , Howrah - 711109.

I/ We hereby cancel the Nomination(s) made by me/us in favour of.....
(name and address of the nominee) in respect of the below mentioned Securities.

Or

I/ We hereby nominate the following person in place of.....as nominee
in respect of the below mentioned securities in whom shall vest all rights in respect of such securities in the
event of my / our death

1. Particulars of the Securities (In respect of which nomination is being made):

Table with 5 columns: Nature of Security, Folio No., No. of Securities, Certificate No., Distinctive No.

2. Particulars of Nominee/s:

- a) Name
b) Date of Birth
c) Father's/Mother's/Spouse's
d) Occupation
e) Nationality
f) Address
g) Email ID
h) Relationship with the security holder:



**3. In case nominee is minor:**

- a) Date of Birth : .....
- b) Date of attaining Majority : .....
- c) Name of Guardian : .....
- d) Address of Guardian : .....

**Name of the Security Holder(s):**

**Signature**

1.....

.....

2.....

.....

Name of witness : .....

Signature of witness: .....

Address of witness: ..... Date: .....





**ANUBHAV INFRASTRUCTURE LIMITED**

**REGISTERED ADDRESS:** "Ananta Bhavan", 94 Vivekanand Nagar, PO : Podrah,  
Andul Road, 3rd Floor, R.No.303, Howrah – 711 109

**CIN No.:** L51109WB2006PLC107433, **Contact No. :** 82320 13440

**EMAIL ID :** [info@anubhavinfrastucture.com](mailto:info@anubhavinfrastucture.com)

**WEBSITE:** [www.anubhavinfrastucture.com](http://www.anubhavinfrastucture.com)

Dear Shareholder(s)

**Sub : Conversion of shares into dematerialized form.**

The Securities and Exchange Board of India ('SEBI') vide its notification dated 8th June, 2018 amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates that transfer of securities with effect from 5th December, 2018 would be in dematerialized form only.

As per the records maintained with the Company's Registrar & Share Transfer Agents, Maheshwari Datamatics Private Limited, we note that there are certain shareholders holding shares in the Company in physical form. Accordingly we urge you to take necessary steps with your Depository Participant(s) to dematerialize your shares held in the company. Please note that as per the above SEBI Notification, with effect from 5<sup>th</sup> December, 2018 the Company/ Big Share will be obliged to reject any request for transfer of your shares. However, request for transmission or transposition and dematerialization shall continue to be considered.

The FAQs on dematerialization of Shares, including the process for dematerialization, is given along with this letter for your information.

In case of any queries in this regard, you may also contact our Register & Share Transfer Agents at:

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)

Thanking you

**For ANUBHAV INFRASTRUCTURE LIMITED**

Sd/-  
Neha Kedia  
Company Secretary

"Ananta Bhavan", 94 Vivekananda Nagar ,  
P.O - Podrah, Andul Road, 3rd Floor, R.No.303,  
Howrah - 711 109

### ROUTE MAP OF THE VENUE OF AGM





