



ABHISHEK  
CORPORATION

L I M I T E D

23<sup>rd</sup>  
Annual Report  
2015-2016



**ABHISHEK**  
CORPORATION

## Board of Directors

Mr. Anasaheb R. Mohite	Chairman & Managing Director
Mrs. Rama J. Swetta	Non-Executive Director
Mr. Dhananjay S. Charane	Independent Director
Mr. Manohar V. Dudhane	Independent Director

### Statutory Auditors

M/S Shrikant & Company  
Chartered Accountants,  
Kolhapur

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### Bankers

Axis Bank Limited  
Bank of Baroda  
Indian Overseas Bank  
Panjab National Bank  
State Bank of India  
State Bank of Patiyala  
Union Bank of India  
Bank of India  
IDBI Bank Limited  
Corporation Bank  
State Bank of Hyderabad

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### Company Secretary & Compliance Officer

Ms. Sawani P. Sadalage  
(w.e.f. September 15, 2015)

### Secretarial Auditors

M/S PPS & Associates  
Company Secretaries,  
Kolhapur

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### Registered Office

Gat No. 148, Tamgaon  
Kolhapur-Hupari Road  
Taluka - Karveer  
Dist. Kolhapur- 416 234

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### Corporate Office

'Shiv-Parvati' 17 E  
Nagala Park  
Kolhapur-416 003

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### Internal Auditors

Mr. Nilesh R. Kothari  
Chartered Accountant  
Kolhapur

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### Registrar & Share Transfer Agents

Link Intime India Private Limited  
C-13 Panhalal Silk Mills  
Compound, L.B.S. Marg, Bhandup  
(West), Mumbai 400 078

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## NOTICE

Notice is hereby given that 23<sup>rd</sup> Annual General Meeting of members of “Abhishek Corporation Limited” (CIN L51491PN1993PLC073706) will be held on Friday, September 30, 2016 at 11.00 a.m. at the Registered Office of the company situated at Gat No. 148, Tamgaon, Kolhapur – Hupari Road, Tal- Karveer, Dist – Kolhapur 416 234 to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016 the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Anasaheb Mohite (DIN 00317676), who retires by rotation and, being eligible, offers himself for re-appointment
3. To consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s Shrikant & Co, Chartered Accountants, (Firm Registration No.110186), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at a remuneration to be mutually decided.”

For and on Behalf of the Board of Directors

Date : September 1, 2016  
Place : Kolhapur

**Anasaheb R. Mohite**  
Chairman & Managing Director

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERESELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. The proxy, in order to be effective & valid, must be lodged at the Registered Office of the company not less than 48 hours before the commencement of the meeting. The blank proxy form is enclosed.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 % of the total share capital of the company carrying voting rights. A member holding more than 10% 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 share holders.

2. Corporate members intending to send their representatives to attend the meeting are requested to send to the company a certified copy of Board Resolution under section 113 of the Companies Act 2013 authorizing their representatives to attend and vote on their behalf at the meeting.
3. In case of joint holders attending the meeting the joint holders with highest, in order of names will be entitled to vote.
4. The register of members and share transfer books of the company shall remain closed from the 24<sup>th</sup> September 2016 to 30<sup>th</sup> September 2016 (both days inclusive) for the purpose of annual book closure.
5. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 shall be available for inspection by the members at the Annual General Meeting.
6. In support of "Green Initiative in Corporate Governance" announced by the Government of India and Regulation 36 of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 with Stock Exchange copy of Annual Report along with Notice indicating process and manner of remote e- voting are being sent by email to those members whose email address have been available to Depository Participants unless the member has requested for a hard copy of the same. For members who have not registered their email addresses physical copy of the annual report along with notice will be sent in the permitted mode.

The Company hereby requests the members holding shares in electronic mode to update their email address with Depository Participants. Members holding shares in physical mode are requested to update their email addresses by writing to the Registrar of the company.

7. Shareholders desiring any information as regards accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
8. Members\Proxies are requested to bring duly filled Attendance Slips and their copies of the report will not be distributed at the meeting.
9. SEBI has mandated the submission of permanent account number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their PAN details to respective Depository Participants with whom they have their Demat account. Members holding shares in physical form can submit their PAN details to Link Intime India Private Limited (RTA of the Company)
10. The members whose names appear in the register of members/list of beneficial owners as received from Central Depository Devices (India) limited (CDSL) and National Securities Depository limited (NSDL) on 23<sup>rd</sup> September 2016 be entitled to vote by ballot paper attending Annual General Meeting in person (s) on the resolutions set for in this notice.
11. Voting through electronic mails  
In terms with provisions of section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, as amended by the Companies (Management and Administration) Rules 2015 and Regulation 44 of SEBI (Listing Obligation And Disclosure Requirements) Regulation 2015 the company is pleased to offer e-voting facility as an alternative mode of vote which will enable the members to cast their votes electronically on the resolutions set forth in notice of 23<sup>rd</sup> Annual General Meeting of the company

and business may be transacted through “remote e- voting” services provided by Central Depository Services (India) Limited.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on Tuesday, 27-09-2016 (9.00 a.m.) and ends on Thursday, 29-09-2016 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (Record Date) of 23<sup>rd</sup> September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on 'Shareholders'.
- (v) Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits under the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. if your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company name i.e. Abhishek Corporation Limited on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL,s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google play store. Apple and windows phone user can download the app from the app store and the windows phone store respectively on or after 30<sup>th</sup> June 2016. Please follow the instructions as prompted by mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **In case of members receiving the physical copy:**

- a. Please follow all steps from sl. no. (xi) above to cast vote.
- b. In case you have any queries or issues regarding e-voting, you may refer the frequently asked questions (“FAQS”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - i. The voting rights of shareholders shall be proportion to their shares of the paid up equity share capital of the company as on the cut-off date (record date) of 23<sup>rd</sup> September, 2016.
  - ii. A copy of this notice has been placed on the website of the company and website of CDSL.
  - iii. CS. Sachin Bidkar, Practicing Company Secretary has been appointed as the scrutinizer for conducting the e-voting process in a fair and transparent manner.
  - iv. The scrutinizer shall within a period not exceeding three(3) 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.
  - v. The result declared along with the scrutinizer’s report shall be placed on the company’s website [www.abhishekccorporation.com](http://www.abhishekccorporation.com) and on the website of CDSL within two(2) days of passing the resolutions at the AGM of the company and communicated to the BSE Limited.

**The information required to be furnished under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Details of the Directors retiring by rotation and seeking re-appointment at 23<sup>rd</sup> Annual General Meeting (Pursuant to Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

Name	Mr. Anasaheb R. Mohite
Date of Birth	28-04-1958
DIN	00317676
Date of Appointment	01-09-1993
Qualification	B. E. (civil)
Expertise in specific function area	He has handled big civil construction project independently and had travelled widely across India and abroad. He has an experience of over 35 years in Textile segment.
No. of shares held in the Company	45,09,192
Other Directorship in Companies (Listed)	NIL
Relationship with Director & Key Managerial Personnel	Husband of Mrs. Anjali A. Mohite, CFO
Chairman & Member of Committees of the boards of other Companies (Listed)	NIL
Terms & Conditions of appointment	Managing Director Liable to retire by rotation; Remuneration - Nil Tenure- 1 <sup>st</sup> Oct. 2015 to 30 <sup>th</sup> Sep. 2020 Notice Period - 3 Months

For and on Behalf of the Board of Directors

Date : September 1, 2016

Place : Kolhapur

**Anasaheb R. Mohite**

Chairman & Managing Director



## DIRECTORS' REPORT

Dear Members,

Your Directors have pleasure in presenting the 23<sup>rd</sup> Annual Report of Company along with the Audited Financial statements and Auditor's Report for the year ended on 31<sup>st</sup> March 2016.

### FINANCIAL RESULTS

The performance of the company for the financial year ended March 31, 2016 is summarized below: (₹ In Lacs)

Particulars	Current year ended on 31 <sup>st</sup> March 2016	Previous year ended on 31 <sup>st</sup> March 2015
1 Total Revenue (Net)	656.60	1160.27
2 Profit before Depreciation & Amortization Expenses, Finance Cost and Tax	(726.24)	(978.19)
3 Less: Depreciation & Amortization Expenses	1227.46	1232.72
Finance Cost	7535.13	6316.10
4 Profit before Tax	(9488.83)	(8527.01)
5 Less: Provision for Tax	-	-
6 Profit after Tax	(9488.83)	(8527.01)
7 Less: Depreciation difference	-	(125.18)
8 Balance of Profit carried to Balance Sheet	(9488.83)	(8401.83)

The performance of the Company has been comprehensively covered in the Management Discussion and Analysis Report.

### REVIEW OF OPERATIONS

During the year under review the turnover has reduced to ₹ 647.84 Lakhs from ₹ 1096.49 Lakhs in previous year. Under utilization of capacity accompanied with higher debt cost, lower margins have resulted into the net loss of ₹ 9488.83 lakhs as against the net loss of ₹ 8401.83 Lakhs in previous year.

However Company has started receiving job work orders which at least gives some Cushion to liquidity of the company.

### DIVIDEND

During the year under review the company has not earned profit hence Board of Directors' do not recommend any dividend for the year.

### DIRECTORS & KMP

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr. Anasaheb Mohite, Managing Director of the Company, retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment and your Board recommends his re-appointment.

Brief resume of Director proposed to be appointed/re-appointed is given in the Notice convening 23<sup>rd</sup> Annual General Meeting in pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015

### FIXED DEPOSITS

During the year under review the company has not raised any amount by way of Fixed Deposits within the meaning of Section 73 & Section 76 of Companies Act 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

### INDUSTRIAL RELATIONS

During the year, industrial relations have been cordial.

### EXTRACT OF ANNUAL RETURN

Extract of Annual Return in Form MGT 9 is attached to this Report as Annexure I

### LISTING OF EQUITY SHARES

The Equity Shares of your Company are presently listed on Bombay Stock Exchange Limited, (BSE) & National Stock Exchange of India Ltd. (NSE). The Company has duly paid the listing fees to Bombay Stock Exchange Limited as well as to National Stock Exchange for the financial year 2016-2017.

**MEETINGS OF THE BOARD**

The Board met Six times during the year, the details of which are given in the Report on Corporate Governance. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013 & SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

The Board meets at regular intervals to discuss and decide on Company's / business policy and strategy apart from other Board business. The notice of Board meeting is given well in advance to all the Directors of the Company. The agenda of the Board / Committee meetings is circulated clear 7 days prior to the date of the meeting. The agenda for the Board and Committee meetings includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134(3)(c) & (5) of the Companies Act, 2013 the Board hereby submit its responsibility statement:

- i. In the preparation of the annual audited accounts, for the Financial Year ended 31 March,2016 the applicable accounting standards had been followed along with proper explanation relating to material departures; if any
- ii. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the Loss of the Company for the year ended on that date.
- iii. 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; and
- iv. The Directors had prepared the annual accounts of the Company on a 'Going Concern' basis.
- v. The directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**REMUNERATION POLICY**

The Board has, on the recommendation of the Nomination & Remuneration Committee framed policy for selection and appointment of Directors, Senior Management and their remuneration in pursuant to Section 178 of Companies act 2013 and Regulation 19 SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015. The remuneration given is as per the remuneration policy framed.

**RISKS AND AREA OF CONCERN**

The Company has laid down a Risk Management Policy and identified threat of such events which if occurs will adversely affect either / or, value to shareholders, ability of company to achieve objectives, ability to implement business strategies, the manner in which the Company operates and reputation as "Risks". A detailed exercise is carried out to identify, analyze, evaluate, treat and monitoring all types of risks. A Risk Management Committee has been constituted to oversee the risk management process in the Company required under Section 134 (3) (n) of the Companies Act, 2013. The policy is to ensure sustainable business growth with stability and to promote a pro- active approach in reporting, evaluating and resolving the risk associated with business.

**CORPORATE SOCIAL RESPONSIBILITY INITIATIVES**

Pursuant to the provisions of Section 135 read with Companies (Corporate Social Responsibility) Rules, 2014, It is not mandatory for the company to form Corporate Social Responsibility (CSR) Committee and a Policy on Corporate Social Responsibility.

**PARTICULARS OF CONTRACT AND ARRANGEMENT WITH RELATED PARTIES REFERRED TO IN SECTION 188(1) OF THE COMPANIES ACT, 2013**

In terms of Section 188 Companies Act 2013 and Companies (Meeting of Board and its Powers) Rules,2014 and

further in terms of Regulation 23 of the SEBI ( Listing Obligation And Disclosure Requirements ) Regulations 2015 related to the Corporate Governance, Company has formulated Related party policy. During the year under the review company has entered into Related Party Transaction which are at the market prevailing price and on the arm length basis and are in its ordinary course of business. hence there is no conflict of interest and in compliance of the company policy related to Related Party Transaction. the details of transaction is annexure VI in the report .

### **MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATED AND THE DATE OF THE REPORT**

There are no any material changes and commitments done which affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

During the year under review, the Company has not made any investments or given guarantee's or provided security falling under the provisions of Section 186 of the Companies Act, 2013.

### **EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS**

Explanation or Comments on Qualification, reservations or adverse remarks or disclaimers made by Auditors in Statutory Audit Report are enclosed as Annexure II.

### **DECLARATION OF INDEPENDENT DIRECTORS**

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

### **SUSPENSION OF SECURITY TRADING**

Trading of Shares are suspended in National Stock Exchange of india Ltd. due to non submission of some quarterly compliance in time.

### **ANNUAL PERFORMANCE EVALUATION BY THE BOARD**

The Board of Directors has carried out an annual evaluation of its own performance, Board Committees and individual directors pursuant to the provisions of the Act and the corporate governance requirements as prescribed by Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015 ("SEBI Listing Regulations"). The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the board composition and structure, effectiveness of Board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In a separate meeting of independent directors, performance of non-independent directors, performance of the board as a whole and performance of the chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent directors, at which the performance of the board, its committees and individual directors was also discussed. Performance evaluation of independent directors was done by the entire board.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

Commissioner of Central Excise, Kolhapur has passed an order to pay Excise Duty along with penalty for amount of ₹9,60,88,696/-on 20<sup>th</sup> Jan.2016 under Central Excise Act 1944 which impacts the going concern status of the Company or will have bearing on Company's operations in future.

### **SHARE CAPITAL**

During the year under review there is no change in the Capital structure of the Company.

**AUDIT COMMITTEE AND ITS COMPOSITION**

The details pertaining to composition of Audit Committee are included in the Corporate Governance Report, which forms part of this report.

**WHISTLE BLOWER POLICY**

The Company has a Vigil Mechanism / Whistle blower Policy to deal with instance of fraud and mismanagement, if any. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. The details of the Vigil Mechanism Policy is explained in the Report on Corporate Governance and also posted on the website of the Company. We affirm that during the financial year 2015-16, no employee or director was denied access to the Audit Committee.

**SECRETARIAL AUDIT REPORT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/S PPS & Associates, Practicing Company Secretaries, Kolhapur to undertake the Secretarial Audit of the Company. The Secretarial Audit Report for the F.Y. 2015 – 16 is Annexure III and forms part of this report.

**INTERNAL AUDIT**

Mr. Nilesh Rajendra Kothari, Chartered Accountant, is the Internal Auditor of the Company. The Management regularly reviews the findings of the Internal Auditor and effective steps to implement any suggestions/observations of the Internal Auditors are taken and monitored regularly. In addition, the Audit Committee of the Board regularly addresses significant issues raised by the Internal Auditor.

**INTERNAL FINANCIAL CONTROL**

The Audit Committee evaluates the adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standard in Internal Financial Control. A report of Auditors pursuant to section 143(3) of the Companies Act, 2013 certifying the adequacy of Internal Financial Control is annexed with the Auditors Report.

**CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS**

Company is committed to the tenets of good Corporate Governance and has taken adequate steps to ensure that the requirements of Corporate Governance as laid down under SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015 are complied with the Stock Exchanges, the Corporate Governance Report, Management Discussion and Analysis and the Auditor's Certificate regarding compliance of conditions of Corporate Governance are attached separately and form part of the Annual Report.

**COMMITTEES OF THE BOARD**

During the year, in accordance with the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015, the Board re-constituted some of its Committees. There are currently four Committees of the Board, as follows:

- Audit Committee
- Stakeholders' Relationship Committee
- Nomination and Remuneration Committee
- Risk Management Committee

Pursuant to SEBI circular Company is not required to constitute Risk Management Committee however since company have the said committee since last several years and considering the scope and necessity, Board has decided to continue with the same.

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the Report on Corporate Governance, a part of this Annual Report.

**PARTICULARS OF REMUNERATION**

Details of remuneration paid to all the directors / employees and a detail of the ratio of remuneration of each Director to the median employee's remuneration is provided in Annexure IV. The Board of Directors are not receiving any remuneration from the Company.

### AUDITORS

M/s .Shrikant & Co. Chartered Accountants, Kolhapur, were appointed as the Statutory Auditors of the Company to hold office up to the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment as per Section 141 of Companies Act 2013. Being eligible, it is recommended to ratify the appointment of M/s .Shrikant & Co in this Annual General Meeting to audit the accounts of the Company for the financial year 2016 – 2017.

Members are requested to consider their re-appointment and fix their remuneration.

### INFORMATION UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

As per the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16;

- No. of complaints received : Nil
- No. of complaints disposed off : Nil

### STATEMENT ON IMPACT OF AUDIT QUALIFICATIONS

Under SEBI vide circular No. CIR/CFD/CMD/56/2016 company has submitted Statement on impact of audit qualification with modified opinion for the year 2015-16 to respective stock exchanges

### PARTICULARS OF EMPLOYEES

There are no employees in the company drawing remuneration beyond the limits provided under rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Hence no disclosure is required in this regard.

### CONSERVATION OF ENERGY / TECHNOLOGY ABSORPTION / RESEARCH & DEVELOPMENT

As per Section 134(3)(m) of the Companies Act, 2013 details of Conservation of energy, technology absorption, research and development are enclosed as Annexure V.

### GENERAL DISCLOSURES

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 :

1. Issue of equity shares with differential right as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares )to employees of the company under any scheme.
3. Neither Managing Director nor Whole Time Directors of the company receive any remuneration or commission from any of its subsidiary.
4. Mrs Rama Swetta being Non Executive Director holds 20,00,000 shares of the Company
5. Familiarisation Programme imparted for independent director and performance & evaluation criteria of the same:-  
In terms of regulation 27 of SEBI(Listing Obligation And Disclosure Requirements )Regulations 2015 the Familiarisation Programme imparted for Independent Directors are available on Companies website. The Company has also formulated the Nomination and Remuneration Policy covering the evaluation criteria of Independent Directors respective link such as:<http://www.abhishekcorporation.com/disclosure/Familiarisation%20programmes%20imparted%20to%20Independent%20Directors.pdf>

### ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation of the contribution made by the employees of the Company. The Directors wish to convey their appreciation to the Banks, dealers and other business associates and the shareholders for their continuous trust and support.

For and on Behalf of the Board of Directors

Date : September 1, 2016

Place : Kolhapur

**Anasaheb R. Mohite**  
Chairman & Managing Director

## EXTRACT OF ANNUAL RETURN

## Form No. MGT-9

As on the financial year ended on 31<sup>st</sup> MARCH 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

## I. REGISTRATION AND OTHER DETAILS

CIN	<b>L51491PN1993PLC073706</b>
Registration Date	1 <sup>ST</sup> September 1993
Name of the Company	ABHISHEK CORPORATION LIMITED
Category / Sub-Category of the Company	Public Limited Company. Limited By Shares
Address of the Registered office and contact details	Gat No.148, Tamgaon, Kolhapur-Hupari Road, Tal: Karveer Dist-Kolhapur India 416234 Phone - +91 231 2676191 Fax - +91 231 2676194 email - admin@abhishekccorporation.com web - www.abhishek corporation.com
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Private limited C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai- 400078 Telephone -02225963838 Fax Number -022 25946969 Email - inform@linkintime.co.in

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	100% cotton yarn	2351	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES: - NIL

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

## i) Category-wise Share Holding

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>A. Promoters</b>									
<b>1 Indian</b>									
Individual/ HUF	92,25,416	-	92,25,416	57.63	92,25,416	-	92,25,416	57.63	-
Central Govt.	-	-	-	-	-	-	-	-	-
State Govt.	-	-	-	-	-	-	-	-	-
Bodies Corp.	-	-	-	-	-	-	-	-	-
Bank/FI	-	-	-	-	-	-	-	-	-
Any Other	-	-	-	-	-	-	-	-	-
<b>Sub Total of (A)(1).</b>	<b>92,25,416</b>	<b>-</b>	<b>92,25,416</b>	<b>57.63</b>	<b>92,25,416</b>	<b>-</b>	<b>92,25,416</b>	<b>57.63</b>	<b>-</b>

**2. FOREIGN**

NRI Individuals	-	-	-	-	--	-	-	-	-
Other Individuals	-	-	-	-	--	-	-	-	-
Bodies Corp	-	-	-	-	--	-	-	-	-
Bank/FI	-	-	-	-	--	-	-	-	-
Any Other	-	-	-	-	--	-	-	-	-
<b>Sub Total of (A)(2)</b>	-	-	-	-	--	-	-	-	-
<b>Total Shareholding of Promoters (A) = (A)(1) + (A)(2)</b>	<b>92,25,416</b>	-	<b>92,25,416</b>	<b>57.63</b>	<b>92,25,416</b>	-	<b>92,25,416</b>	<b>57.63</b>	-

**B. PUBLIC SHAREHOLDING**

<b>1. Institutions</b>									
Mutual Funds	-	-	-	-	--	-	-	-	-
Bank/FI	-	-	-	-	--	-	-	-	-
Central Govt	-	-	-	-	--	-	-	-	-
State Govt.	-	-	-	-	--	-	-	-	-
Venture Capital Fund	-	-	-	-	--	-	-	-	-
Insurance Companies	-	-	-	-	--	-	-	-	-
FIs	-	-	-	-	--	-	-	-	-
Foreign Venture Capital Fund	-	-	-	-	--	-	-	-	-
Other (Specify)	-	-	-	-	--	-	-	-	-
<b>Sub-Total of (B)(1)</b>	-	-	-	-	--	-	-	-	-

**2. Non-Institutions****a. Bodies Corp.**

i) Indian	16,35,924	-	16,35,924	10.22	15,46,093	-	15,46,093	9.65	(5.49)
ii) Overseas	-	-	-	-	-	-	-	-	-

**b. Individual**

i) Individual Shareholders holding Nominal Share Capital up to ₹ 1 Lakhs	18,90,682	549	18,91,231	11.81	18,13,870	550	18,14,420	11.33	(4.06)
ii) Individual Shareholders holding Nominal Share Capital in Excess of ₹1 Lakhs	32,07,933	-	32,07,933	20.04	30,19,380	-	30,19,380	18.86	(5.87)

**c. Any Other (Specify)**

i) NRI(Repat)	16,142	-	16,142	0.10	1,9237	-	19,237	0.12	19.17
ii) NRI(Non-Repat)	7,083	-	7,083	0.04	8,583	-	8,583	0.05	21.18
iii)OCB	-	-	-	-	-	-	-	-	-
iv)Trust	-	-	-	-	-	-	-	-	-
v) In Transit (Clearing Member)	24,733	-	24,733	0.15	15,305	-	15,305	0.09	(38.12)
vi)Hindu Undivided Family	-	-	-	-	3,60,028	-	3,60,028	2.25	-
<b>Sub-Total of (B)(2)</b>	<b>67,82,497</b>	<b>549</b>	<b>67,83,046</b>	<b>42.37</b>	<b>67,82,496</b>	<b>550</b>	<b>67,83,046</b>	<b>42.37</b>	-
<b>Total Public Shareholding (B) = (B)(1) + (B)(2)</b>	<b>67,82,497</b>	<b>549</b>	<b>67,83,046</b>	<b>42.37</b>	<b>67,82,496</b>	<b>550</b>	<b>67,83,046</b>	<b>42.37</b>	-

**C. SHARES HELD BY CUSTODIAN FOR GDRS & ADRS**

<b>Grand Total (A + B + C)</b>	<b>1,60,07,913</b>	<b>549</b>	<b>1,60,08,462</b>	<b>100</b>	<b>1,60,07,912</b>	<b>550</b>	<b>1,60,08,462</b>	<b>100</b>	-
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## ii) Shareholding of Promoters And Promoters Group

Sl. No.	Promoter's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in shareholding 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	Anasaheb Ramchandra Mohite	45,09,192	28.17	24.07	45,09,192	28.17	24.07	-
2	Anjali Anasaheb Mohite	29,77,078	18.60	17.04	29,77,078	18.60	17.04	-
3	Abhishek Anasaheb Mohite	17,27,131	10.79	9.89	17,27,131	10.79	9.89	-
4	Sanjay Babaso Patil	12,015	0.08	-	12,015	0.08	-	-
	<b>Total</b>	<b>92,25,416</b>	<b>57.64</b>	<b>51.00</b>	<b>92,25,416</b>	<b>57.64</b>	<b>51.00</b>	<b>-</b>

## (iii) Change in Promoters' Shareholding ( Please Specify, if there is no change):None

## (iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Shareholders and Holders of GDRs and ADRs)

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company

## 1. BLUE MARK MERCANTILE PRIVATE LIMITED

•	At the beginning of the year	13,56,229	8.4720		
•	Changes During The year			13,56,229	8.4720
•	At End of the year	13,56,229	8.4720		

## 2. NISHA S JAIN

•	At the beginning of the year	3,30,254	2.0630		
•	Changes During The year			3,30,254	2.0630
•	At End of the year	3,30,254	2.0630		

## 3. DILEEP KUMAR GUPTA HUF

•	At the beginning of the year	1,18,047	0.7374		
•	Changes During The year			1,18,047	0.7374
•	At End of the year	1,18,047	0.7374		

## 4. SHEFALI MEHTA

•	At the beginning of the year	58,329	0.3644		
•	Changes During The year				
	Date	Reason			
	28/08/2015	Purchase	53,249	0.3326	1,11,578
•	At End of the year		1,11,578	0.6970	

## 5. GAYATRIDEVI R. TODI

•	At the beginning of the year	91,810	0.5735		
•	Changes During The year				
	Date	Reason			
	15/05/2015	Sale	99	0.0006	91,711
•	At End of the year		91,711	0.5729	



**6. SURESH CHANDRA MAHESHWARI**

•	At the beginning of the year	74,951	0.4682		
•	Changes During The year			74,951	0.4682
•	At End of the year	74,951	0.4682		

**7. RAJIV MEHTA**

•	At the beginning of the year	60,000	0.3748		
•	Changes During The year				
	Date	Reason			
	06/05/2015	Sale	60,000	0.3748	0
	08/05/2015	Purchase	60,000	0.3748	60,000
	28/08/2015	Purchase	150	0.0009	60,150
•	At End of the year		60,150	0.3757	

**8. S. R. MAHESHWARI**

•	At the beginning of the year	57,247	0.3576		
•	Changes During The year			57,247	0.3576
•	At End of the year	57,247	0.3576		

**9. DHYAN STOCK BROKING PRIVATE LIMITED**

•	At the beginning of the year	49,759	0.3108		
•	Changes During The year			49,759	0.3108
•	At End of the year	49,759	0.3108		

**10. PAWAN KUMAR AGRAWAL**

•	At the beginning of the year	44,707	0.2793		
•	Changes During The year			44,707	0.2793
•	At End of the year	44,707	0.2793		

**(v) Shareholding of Directors and Key Managerial Personnel:**

Sl. No.	Name of Directors & KMP	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Mr. Anasaheb Ramchandra Mohite	45,09,192	28.17	45,09,192	28.17
2.	Mrs. Rama Jawahar Swetta	20,00,000	12.49	20,00,000	12.49
3.	Mr. Dhananjay Shripati Charane	-	-	-	-
4.	Mr. Manohar Vitthal Dudhane	-	-	-	-
5.	Mrs. Anjali A. Mohite	29,77,078	18.60	29,77,078	18.60
6.	Ms. Sawani Sadalage	-	-	-	-

**V. INDEBTEDNESS (INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT)** ₹ in Lacs

Particulars	Secured Loans excluding deposits	Deposits/ Unsecured Loans	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>			
Principal Amount	25076.28	3427.70	28503.98
Interest due but not paid	24720.58	-	24720.58
Interest accrued but not due	-	-	-
<b>Total</b>	<b>49796.86</b>	<b>3427.70</b>	<b>53224.56</b>
<b>Change in Indebtedness during the financial year</b>			
Addition	8365.94	4.75	8370.69
Deletion	-	73.19	73.19
<b>Net Change</b>	<b>8365.94</b>	<b>(68.44)</b>	<b>8297.50</b>
<b>Indebtedness at the end of the financial year</b>			
Principal Amount	25076.28	3359.26	28435.54
Interest due but not paid	33086.52	-	33086.52
Interest accrued but not due	-	-	-
<b>Total</b>	<b>58162.80</b>	<b>3359.26</b>	<b>61522.06</b>
<b>At End of the year</b>	<b>58162.80</b>	<b>3359.26</b>	<b>61522.06</b>

**VI. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD /MANAGER /WTD**

1. Remuneration to Managing Director, Whole Time Directors and/or Manager – NIL
2. Remuneration to other Director – NIL
3. Remuneration To Key Managerial Personnel Other Than MD /MANAGER /WTD

Sl. No.	Particulars Of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CFO	Company Secretary	
<b>1</b>	<b>Gross Salary</b>				
	(A) Salary As Per Provisions Contained In Section 17(1) Of The Income-Tax Act,1961	-	6,00,000	78,000	6,78,000
	(B) Value Of Perquisites U/S17(2) Income-Tax Act,1961	-	-	-	-
	(C) Profits In Lieu Of Salary Under Section 17(3) Income- Tax Act, 1961	-	-	-	-
<b>2</b>	<b>Stock Option</b>	-	-	-	-
<b>3</b>	<b>Sweat Equity</b>	-	-	-	-
<b>4</b>	<b>Commission</b>	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
<b>5</b>	<b>Others, please specify</b>	-	-	-	-
	<b>Total</b>	-	<b>6,00,000</b>	<b>78,000</b>	<b>6,78,000</b>
	<b>Ceiling as per the Act</b>	-	-	-	-
	<b>Overall Ceiling as per the Act</b>	-	-	-	-

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES : NIL**

**Reply to Statutory Audits Qualifications/Observations**

- a) Due to low turnover, lower capacity utilization with higher debt cost the Company is facing liquidity problem and hence there is non – payment of statutory dues in time as well as there is non-repayment of debt. The Company is taking necessary steps.
- b) Other qualifications/observations are self explanatory and necessary steps are being taken wherever required.

## SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

**The Members,  
Abhishek Corporation Limited  
Gat No.148 Tamgaon , Kolhapur-Hupari Road,  
Tal- Karveer, Dist – Kolhapur -416234, Maharashtra, India**

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Abhishek Corporation Limited (hereinafter called the “Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2016 (“Audit Period”) 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:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March 2016 according to the provisions of:
  - a. The Companies Act, 2013 and the Companies Act, 1956 (“the Act”) and the rules made thereunder;
  - b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
  - c. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
  - d. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder **(Not Applicable during the Audit period)**.
2. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India ( Prohibition of Insider Trading Regulations)1992 and The Securities and Exchange Board of India ( Prohibition of Insider Trading Regulations)2015 notified w.e.f. May 15, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (Not Applicable to the Company during the Audit period).;
  - d. The Securities and Exchange Board of India ( Share based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Audit period)**.
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable to the Company during the Audit period)**
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Act and dealing with client; **(Not Applicable to the Company during the Audit period)**

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not Applicable to the Company during the Audit period)**
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998. **(Not Applicable to the Company during the Audit period)** and
  - i. The Securities and Exchange Board of India ( Listing Obligation and Disclosure Requirements) Regulations, 2015 ( Notified w.e.f. December 1, 2015)
3. We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under following specific laws applicable to the Company:
    - a. Textile Committee Act, 1963
    - b. Textile (Development & Regulation) Order, 2001
    - c. Textile (Consumer Protection) Regulations, 1988
    - d. The Sick Industrial Companies ( Special Provisions) Act, 1985
  4. We have also examined compliance with the applicable clauses of the following:
    - a. Secretarial Standards issued by The Institute of Company Secretaries of India with respect to Board and General Meetings notified w.e.f. July 1, 2015; and
    - b. The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited and National Stock Exchange of India Limited
  5. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We 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.

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.

Decisions at the Board Meetings were taken unanimously.

**We 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.

**We further report** that during the audit period there were no specific events / actions having a major bearing on the company's affairs

**For, PPS & Associates**  
Company Secretaries

**Shrenik Nagaonkar**  
Partner  
FCS No.: 7067  
C P No.: 11682

Date : September 01, 2016

Place: Kolhapur

**To,**  
**The Members,**  
**Abhishek Corporation Limited**  
Gat No.148, Tamgaon, Kolhapur-Hupari Road,  
Tal- Karveer, Dist – Kolhapur -416234, Maharashtra, India

Our Secretarial Audit Report of even date is to be read along with this letter.

#### **Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

#### **Auditor's Responsibility**

2. Our responsibility is to express an opinion on these secretarial records, systems, standards and procedures based on our audit.
3. Wherever required, we have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

#### **Disclaimer**

4. 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

Date : September 01, 2016

Place: Kolhapur

**For, PPS & Associates**  
Company Secretaries

**Shrenik Nagaonkar**  
Partner  
FCS No.: 7067  
C P No.: 11682

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year				
	<b>Name of Director</b>	<b>The ratio of remuneration of each director to the median remuneration of the employees</b>		
1	Anasaheb Ramchandra Mohite(CMD)	N.A.		
2	Rama jawahar swetta	N.A.		
3	Dhananjay Shripati Charane	N.A.		
4	Manohar vithhal Dudhane	N.A.		
(ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year				
1	Anasaheb Ramchandra Mohite(CMD)	N.A.		
2	Rama jawahar swetta	N.A.		
3	Dhananjay Shripati Charane	N.A.		
4	Manohar vithhal Dudhane	N.A.		
5	Anjali A Mohite (CFO)	N.A.		
6.	Ms. Sawani Sadalage	N.A.		
(iii)	The percentage increase in the median remuneration of employees in the financial year	11.21%		
(iv)	The number of permanent employees on the rolls of company;	175		
(v)	The explanation on the relationship between average increase in remuneration and company performance;	It is because of market scenario in the textile industry and commensurate with the prevailing remuneration.		
(vi)	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company;	It is commensurate with the size of the company and as per the market trend.		
(vii)	Variations in the market capitalisation of the company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the company as at the close of the current financial year and previous financial year;			
	<b>Sr. No.</b>	<b>Particulars</b>	<b>As on 31/03/2016</b>	<b>As on 31/03/2015</b>
	1	Market Capitalisation	₹ 2.77 Cr	₹ 2.20 Cr.
	2	Price Earnings Ratio	N.A.	N.A.
	3	Market Quotations Of The Shares	The company's Market Price of Share as on 31/03/2016 is ₹1.73/- which has been decreased by 98.27% over last Public Offering made in a year 2006-07 at a price of ₹100/-per Share.	
(viii)	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;		Increment of overall staff is 12.84%.the increment is commensurate the size of the company & parallel to the structure in other industry in the same nature. There is no increment in managerial remuneration.	
(xi)	The key parameters for any variable component of remuneration availed by the directors;		N.A.	
(x)	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;		N.A.	
We hereby affirm that the remuneration is as per policy recommended by Nomination and Remuneration recommended and adopted by the Company.				

Date : September 1, 2016  
Place :Kolhapur

**Mr. Anasaheb Mohite**  
Chairman & Managing Director

**Mr. Manohar Dudhane**  
Chairman of Nomination &  
Remuneration Committee

Information pursuant to rule 8 of Companies (Accounts) Rules 2014 and forming part of directors report for the year ended on 31 March 2016.

**1. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

The disclosures relating to conservation of energy and technology absorption.

**(a) Conservation of Energy**

**(i) The steps taken or impact on conservation of energy:**

The Company has been taking continuously steps to Conserve the energy.

**ii) The steps taken by the company for utilizing alternate sources of energy:**

The Company has been taken major steps to find out and to utilize alternate sources of energy .

**iii) The capital investment on energy conservation equipment's:**

No major investments have been made or proposed for this purpose

**i. Total Energy consumption and energy consumption per unit.**

Particulars	2015-16	2014-15
Total Units consumed (in lacs)	67.46	139.21
Total Amount ( ₹ in lacs)	536.53	1068.50
Rate per Unit (₹)	7.95	7.68
Own Generation through Diesel Generator Set	N.A	N.A.
Own Generation through Furnace Oil Generator Set	N.A.	N.A.
Coal	N.A.	N.A.
Furnace Oil	N.A.	N.A.

**(b) Technology Absorption**

(i)	<b>The efforts made towards technology absorption</b> NIL	
(ii)	<b>The benefits derived like product improvement, cost reduction, product development or import substitution</b> NIL	
(iii)	<b>In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)</b>	
	(a) the details of technology imported	NIL
	(b) the year of import;	NIL
	(c) whether the technology been fully absorbed	NIL
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NIL
(iv)	<b>the expenditure incurred on Research and Development</b> Research and development in processes, methodologies continue to be of importance to us. This allows us to enhance quality, productivity, and overall efficiency and thereby ensure customer satisfaction.	

**(c) Foreign Exchange Earnings and Outgo**

₹ in Lacs

Particulars	2015-16	2014-15
Earnings	Nil	Nil
Outgo	Nil	1.11

On behalf of the Board

Date : September 1, 2016

Place : Kolhapur

**Anasaheb R. Mohite**

Chairman & Managing Director



**FORM 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 arms length transaction under third proviso thereto.

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	Mrs. Anjali A. Mohite (wife of Mr. Anasaheb Mohite, CMD)
b)	Nature of contracts/arrangements/transaction	Appointment of Chief Financial Officer
c)	Duration of the contracts/arrangements/transaction	Lifetime
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Salary 2015-16 - 6,00,000/-
e)	Date of approval by the Board	30 <sup>th</sup> September,2014
f)	Amount paid as advances, if any	Nil

On behalf of the Board

Date : September 1, 2016  
Place : Kolhapur

**Anasaheb R. Mohite**  
Chairman & Managing Director

## 1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Since its inception, the company has been founded on moral and ethical codes that strongly emphasize total transparency and complete value based governance. The Company understands that Corporate Governance is a combination of voluntary practices and full compliance with laws and regulations leading to effective control and management of the organization. Good corporate governance leads to long term shareholder value and enhances interest of stakeholders. The Company continues to place uncompromising emphasis on integrity and regulatory compliances. The company is committed to providing high quality products and services to its customers and stakeholders.

As on 31 March, 2016 the Company had four Directors out of which two was Independent Directors & one was Non-Executive Director. Further we have Audit, Stakeholders, Nomination & remuneration and Risk Management Committees.

## 2. BOARD OF DIRECTORS

### i. Composition and category of Directors

The policy of the Company is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separates its functions of governance and management. The composition of the Board and category of Directors is as follows:-

Promoter Director (Executive)	Mr. Anasaheb R Mohite (Chairman & Managing Director)
Non Executive Director	Mrs. Rama J. Swetta
Independent Directors	Mr. Dhananjay S. Charane Mr. Manohar V. Dudhane

### ii. Number of Board Meetings

The Board meets at least once Quarter to review and discuss the Quarterly Results and other items on the Agenda. During the period under the review Six(6) Board Meetings were held on-15-05-2015,12-08-2015,01-09-2015,06-11-2015,13-02-2016 & 24-03-2016.

### iii. Attendance of Directors at the Board Meetings, Last Annual General Meeting and number of other Directorships and Chairmanships / Memberships of the committee of each Director in various companies.

A. The Attendance of the Board of Directors at the meeting held during the year, number of other Directorships & membership of Committees of the Company as on March 31, 2016 are as follows:

Name of the Director	Attendance		Committee Memberships	Committee Chairmanship	Relation with other Directors
	Board Meetings	last AGM			
Mr. A. R. Mohite	6	Present	2	-	None
Mrs. R. J. Swetta	6	Present	2	1	None
Mr. D. S. Charane	6	Present	3	1	None
Mr. M.V. Dudhane	6	Present	1	2	None

B. Other provisions as to Board or Board Committees in which they are member or Chairperson of :

Name of the Director	Outside Directorship	Outside Committees	
		Member	Chairperson/Chairman
Mr. A. R. Mohite	3	1	-
Mrs. R. J. Swetta	1	-	1
Mr. D. S. Charane	-	-	-
Mr.M.V.Dudhane	-	-	-

### 3. BRIEF RESUME OF ALL DIRECTORS, NATURE OF THEIR EXPERTISE IN SPECIFIC FUNCTIONAL AREA AND NAMES OF COMPANIES IN WHICH THEY HOLD DIRECTORSHIP AND COMMITTEE MEMBERSHIP/CHAIRMANSHIP ARE PROVIDED BELOW.

- i. **Mr. Anasaheb Ramchandra Mohite**, Age 57, is a Chairman & Managing Director of the company. He is a qualified civil engineer. He started his professional career under the guidance of his father Mr. Ramchandra M. Mohite He has handled big civil construction projects independently and has travelled widely across India and abroad. He is holding Directorship in Mohite Builders Private Limited, Mohite Aviation Private Limited, Shri Devchand Sugars Limited.
- ii. **Mrs. Rama Jawahar Swetta**, Age 67, is the Director of Company. She is a fashion designer by profession and owns a boutique at Bandra (West), Mumbai.
- iii. **Mr. Dhananjay Shripati Charane**, Age 63, is the independent director of our Company. He is businessman by profession. He is having experience of around 40 years in the field of Machine Tool Shop. Presently, he is proprietor of Charane Engineering & Welding Works, Kolhapur and partner of M/s Vijayendra Industries, Kolhapur. Further Mr. Charane was a director in the Board of Director in our Company in the financial year 2000-2001
- iv. **Mr. Manohar Vitthal Dudhane**, Age 62, is the independent director of our Company. He is businessman by profession. He is having experience of around 32 years in the field of construction business. Presently, he is proprietor of M/s Kalpana Construction co., Kolhapur

### 4. CODE OF CONDUCT

During the financial year under review, the Board of Directors has adopted the Code of Conduct for Directors and Senior Management. The Code has also been posted on the Company's website at the following Link <http://www.abhishekcorporation.com/code-of-conduct.pdf>. The said Code has been communicated to the Directors and the Members of the Senior Management and they have also affirmed the compliance thereto.

### 5. PREVENTION OF INSIDER TRADING

Pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015, as amended, the Company has adopted a Code of Conduct for prevention of Insider Trading. This Code is applicable to all Board members/officers/designated employees. The objective of this code is to prevent dealing in shares of the Company by an insider on the basis of unpublished price sensitive information. The trading window is closed during the time of declaration of results and occurrence of any material event as per the code.

### 6. BOARD COMMITTEE

The Company follows the procedures and practices in conformity with the code of Corporate Governance. In keeping with the spirit of the code the Board had constituted the following Committees:-

#### A. Audit Committee

- The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, read with Section 177 of the Act.
- The composition of the Audit Committee members are given below:
  - Mr. Dhananjay S Charane, Chairperson
  - Mrs. Rama J. Swetta
  - Mr. Manohar V Dudhane.
  - Ms. Sawani Sadalage is Secretary to the Audit Committee
- Five audit committee meetings were held during the year and the gap between two meetings did not exceed one hundred and twenty days. The dates on which the said meetings were held are as follows:  
15-05-2015; 12-08-2015; 01-09-2015; 06-11-2015; 13-02-2016.  
The necessary quorum was present for all the meetings. details of meetings attended by its members are:

Name	No. of Meetings	
	Held	Attended
Mr. Dhananjay Charane	5	5
Mrs Rama Swetta	5	5
Mr. Manohar Dudhane	5	5

- In terms of reference of the Audit Committee Reviewing the annual financial statements and auditors' report thereon before submission to the board for approval, with particular reference to:
  - ✓ Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Act.
  - ✓ Changes, if any, in accounting policies and practices and reasons for the same.
  - ✓ Major accounting entries involving estimates based on the exercise of judgment by management.
  - ✓ Significant adjustments made in the financial statements arising out of audit findings.
  - ✓ Compliance with listing and other legal requirements relating to financial statements.
  - ✓ Disclosure of any related party transactions.
  - ✓ Qualifications in the draft audit report
- In terms of the Insider Trading Code adopted by the Company in FY 2015-16, the Committee considers the following matters:
  - ✓ To approve policies in relation to the implementation of the Insider Trading Code and to supervise implementation of the Insider Trading Code.
  - ✓ To note and take on record the status reports detailing the dealings by Designated Persons in Securities of the Company, as submitted by the Compliance Officer on a quarterly basis.
  - ✓ To provide directions on any penal action to be initiated, in case of any violation of the Regulations by any person

**B. Nomination and Remuneration Committee:**

- During the year under review Company has changed the composition of the Nomination and Remuneration Committee of the Company in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.
- The composition of the Nomination and Remuneration Committee members given below:
  - Mr. Manohar Dudhane, Chairperson
  - Mrs .Rama Swetta
  - Mr. Dhananjay Charane
  - Ms. Sawani Sadalage Secretary of Committee
- During the year 2015-16, no remuneration and pecuniary benefits are given to the Directors.
- Three Nomination and Remuneration Committee meetings were held during the year. The dates on which the said meetings were held are as follows: 01-09-2015;06-11-2015;13-02-2016.

The necessary quorum was present for all the meetings. Details of meetings attended by its members are:

Name	No. of Meetings	
	Held	Attended
Mr. Manohar Dudhane, Chairperson	3	3
Mrs. Rama Swetta	3	3
Mr. Dhananjay Charane	3	3

## REPORT ON CORPORATE GOVERNANCE

- The Company does not have any Employee Stock Option Scheme.

- Remuneration Policy:

Remuneration policy in the Company is designed to create a proper performance culture. It enables the Company to attract, retain and motivate employees to achieve results.

- ✓ The broad terms of reference of the nomination and remuneration committee are as under:
- ✓ Recommend to the Board the appointment or reappointment of directors.
- ✓ Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors
- ✓ Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
- ✓ Oversee familiarization programme's for directors.
- ✓ On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.

- Remuneration of Non-Executive Directors

The Non-Executive Directors (NED) of the Company have a crucial role to play in the independent functioning of the Board. Criteria for making payment of non executive directors are on website link:

<http://www.abhishekcorporation.com/disclosure/Criteria%20for%20making%20payment%20to%20Non-Executive%20Directors.pdf>

### C. Stakeholders Relation /Investor Grievances Committee:-

- The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations read with section 178 of the Act.
- The composition of the Nomination and Remuneration Committee members given below:  
Mrs. Rama Swetta, Chairperson  
Mr. Anasaheb Mohite  
Mr. Dhananjay Charane  
Ms. Sawani Sadalage Secretary of Committee
- Four Stakeholder Relation/Investor Grievances committee meetings were held during the year. The dates on which the said meetings were held are as follows:  
15-05-2015, 12-08-2015; 06-11-2015; 13-02-2016.

The necessary quorum was present for all the meetings. details of meetings attended by its members are:

Name	No. of Meetings	
	Held	Attended
Mrs. Rama Swetta	4	4
Mr. Anasaheb Mohite	4	4
Mr. Dhananjay Charane	4	4

- The broad terms of reference of the stakeholders' relationship committee are as under:
- Consider and resolve the grievances of security holders of the Company including redressal of investor complaints such as transfer or credit of securities, non-receipt of dividend / notice / annual reports, etc. and all other securities-holders related matters.
- Consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc.
- Ms. Sawani Sadalage, Company Secretary of the company is the compliance officer of the company. The status of Complaints received and resolved during the year 2015-16 are as follows:-

Opening Complaints	0
Received during the year	0
Resolved during the year	0
Closing	0

**D. Risk Management Committee/Other Committee**

- The risk management committee of the Company is constituted in line with the provisions of Regulation 21 of SEBI Listing Regulations.-

The composition of the Risk Management Committee members given below :

- Mr. Manohar Dudhane, Chairperson
- Mr. Anasaheb Mohite
- Mr. Dhananjay Charane
- Ms. Sawani Sadalage Secretary of Committee

During the financial year 2015-16, Committee met Three times on 15-05-2015;06-11-2015;13-02-2016. The table below sets out the attendance of members of the Committee:

Name	No. of Meetings	
	Held	Attended
Mr. Manohar Dudhane, Chairperson	3	3
Mr. Anasaheb Mohite	3	3
Mr. Dhananjay Charane	3	3

The board of the Company has formed a risk management committee to frame, implement and monitor the risk management plan for the Company. The committee is responsible for reviewing the risk management plan and ensuring its effectiveness. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

**E. Meeting of Independent Director**

In pursuant to code of Independent Director by Scheduled IV of the Companies Act and regulation 25 of the listing regulation a separate meeting of Independent Directors of the Company was held on 30<sup>th</sup> September,2015 to review the performance of Non-Independent Directors of a Company & a Board as a whole as well as the performance of the Chairperson of the Company taking into account the views of Directors & Non-Executive Directors.

The overall outcome of the meeting was that to encourage for implementation of best Corporate Governance practices. The quality and quantum of financial information provided to the board is accurate and adequate.

**F. General Body meetings**

**a. Location and Time of Last Three meetings**

Year	Location	Date	Time
2014-15	Gat No. 148, Tamgaon,	September 30,2015	11.00 a.m.
2013-14	Kolhapur – Hupari Road,	September 30,2014	11.00 a.m.
2012-13	Tal – Karveer, Dist –	September 30,2013 &	11.00 a.m.
2012-13	Kolhapur 416234	August 22,2013(EGM)	11.00 a.m.

**b. Following resolution were passed in the previous 3 Annual General Meetings & of extra ordinary general meeting.**

Year		Description of resolution	Type of resolution
2014-15	1	To adopt Financial Statements as at 31 <sup>st</sup> March, 2015 together with the Directors' Report and Auditors' Report thereon.	Ordinary
	2.	To appoint a director in place of Mrs. Rama J. Swetta who retires by rotation, and being eligible offers herself for re-appointment.	Ordinary
	3.	To appoint Auditors and fix their remuneration.	Ordinary

## REPORT ON CORPORATE GOVERNANCE

	4.	To re-appoint Shri Manohar Vitthal Dudhane (DIN 06749730) as the Independent Director	Special
	5.	To re-appoint Shri Dhananjay S. Charane (DIN 00153820) as the Independent Director	Special
	6.	To re-appoint Shri. Anasaheb R. Mohite (DIN 00317676) as Managing Director of the Company	Special
	7.	To adopt new set of altered articles of association as per Companies Act,2013.	Special
	8.	Authority to Board of Directors to create charge over assets of the Company under section 180 1 (a) of the Companies Act 2013.	Special
	9.	Authority to Board of Directors to borrow money under section 180 1 (c) of the Companies Act 2013.	Special
2013-14	1.	To receive, consider and adopt the audited balance sheet as at 31st march 2014 and the profit and loss account for the year ended on that date and the reports of the directors and auditors thereon.	Ordinary
	2.	To appoint a director in place of Mrs. Rama J. Swetta who retires by rotation, and being eligible offers herself for re-appointment.	Ordinary
	3.	To appoint Dhananjay Shripati Charane as independent director	Ordinary
	4.	To appoint Manohar Vitthal Dudhane as independent director	Ordinary
2012-13	1.	To receive, consider and adopt the audited balance sheet as at 31 <sup>st</sup> march 2013 and the profit and loss account for the year ended on that date and the reports of the directors and auditors thereon.	Ordinary
	2.	To appoint a director in place of Mr. Ravi Yashawant Shiralkar, who retired by rotation and, being eligible, offers himself for reappointment.	Ordinary
2012-13 (EOGM)	1.	To appoint M/S Shrikant & co. as an auditors to hold the office from conclusion of this annual general meeting and to fix their remuneration.	Ordinary

### c. Postal ballot

During the year 2014-15 following resolutions were passed by Postal Ballot/E-Voting:-

1. To adopt new set of altered articles of association as per Companies Act,2013.
2. Authority to Board of Directors to create charge over assets of the Company under section 180 1 (a) of the Companies Act 2013.
3. Authority to Board of Directors to borrow money under section 180 1 (c) of the Companies Act 2013.

### d. E-Voting

In term of Section 108 of Companies act 2013 relevant rules and in terms of Regulation 44 of SEBI(Listing Obligation and Disclosure Requirments )Regulations 2015 the necessary facility will be provided.

### e. Disclosures

- **Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.**

None of the transactions with any of the related parties were in conflict with the interest of the company. Attention of the members is drawn to the disclosures of transaction with related parties set out in Notes on Accounts forming part of Annual Report .The policy approved and adopted by the Board of Directors has been uploaded on the Company's website at the following link:

<http://www.abhishekccorporation.com/disclosure/policy-on-related-party-transactions.pdf>

- **Details of non-compliance by the company, penalties, and 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.**

The Company has complied with requirements of Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during the last three years. The Company has complied all mandatory requirement of the Listing Regulation. Trading of Shares are suspended in National Stock Exchange of india Ltd. due to non submission of some quarterly compliance in time.

- **Whistle Blower policy and affirmation that no personnel have been denied access to the audit committee:**

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of SEBI Listing Regulations for directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the audit committee. The said policy has been also put up on the website of the Company at the following link:<http://www.abhishekccorporation.com/vigil%20macheanism%20policy.pdf>

- **Reconciliation of share capital audit:**

A qualified practicing Company Secretary carried out a share capital audit to reconcile the total admitted equity share capital with the National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) and the total issued and listed equity share capital. The audit report confirms that the total issued / paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

- **Disclosure of accounting treatment**

In the preparation of financial statement the Company has followed the accounting standards issued by the Institute of Chartered Accountants of India to the extent applicable

- **Details regarding Discretionary Requirements under Regulation 27(1) read with Scheduled II**

The Company has trying to fulfilled the following discretionary requirements as prescribed in Schedule II Part E of the SEBI Listing Regulations:

- ✓ Chairperson of the Company is Managing Director. Company is trying to make separate position of the same.
- ✓ Quarterly and half yearly Financial performance are published in the newspapers and are also posted on companies official website
- ✓ The Companies financial statement for the year ended 31<sup>st</sup> March 2016 is with modified opinion. The company is consistently facing liquidity issues, Board is taking necessary steps for recovery.
- ✓ Company is trying to make separate post for Chairperson and Chief executive officer
- ✓ Internal Auditors of the Company, make presentations to the Audit Committee on their reports.

- **Subsidiary Companies**

The Company does not have any material subsidiary companies. But Company has a policy for determining ‘material subsidiaries’ which is disclosed on its website at the following

Link : <http://www.abhishekccorporation.com/disclosure/policy-for-determining-material-subsiidiaries.pdf>

**G. Auditors' certificate on corporate governance**

The Auditor certificate on compliance of condition on corporate governance requirement as per listing regulation, is published as an annexure to directors report.

**H. CEO and CFO certification**

A certificate from the Managing Director and the Chief Financial Officer of the Company on financial reporting and internal controls was placed before the Board in terms of Regulation 17(8) of Listing Regulations. Company certifying that the financial statements don't contain any materially untrue statement and these statements represent a true and fair view of the company's affairs.

**I. Means of Communication**

- Quarterly results are taken on record by the Board of Directors and submitted to the stock exchange in terms of the requirements of Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- Quarterly results have been published in ‘Free Press Journal’ and ‘Sakal’ (Lokal Newspaper)
- Website of the company is [www.abhishekccorporation.com](http://www.abhishekccorporation.com)
- Exclusive email id for investor correspondence/grievance redressal is [admin@abhishekccorporation.com](mailto:admin@abhishekccorporation.com) /[investor@abhishekccorporation.com](mailto:investor@abhishekccorporation.com)
- No presentations have been made to institutional investors or to analysts.
- The Management Discussion and Analysis Report forms part of Directors’ Report.



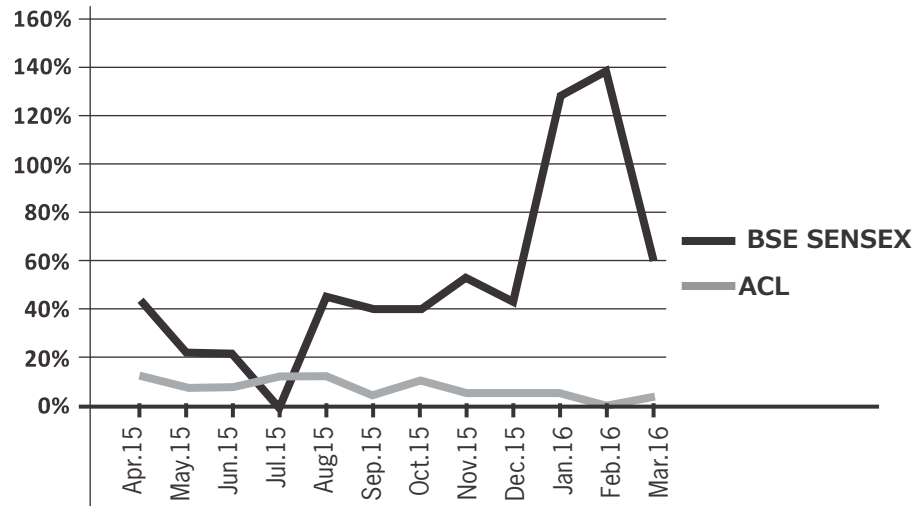
## J. General Shareholder information:

a	Date, time and venue	: Friday, September 30, 2016 at 11.00 a.m. at the registered office of the company situated at Gat. No. 148, Tamgaon, Kolhapur – Hupari Road, Tal - Karveer, Dist – Kolhapur 416234
b	Financial Calendar (tentative) :	
	Financial year	: April 1, 2016 – March 31, 2017
	Results for the quarter ending:	
	June 30, 2016	: On or before August 14, 2016
	September 30, 2016	: On or before November 14, 2016
	December 31, 2016	: On or before February 14, 2017
	March 31, 2017	: On or before May 30, 2017
	Annual General Meeting	: On or before September 30, 2017
c	Date of Book closure	: 24-09-2016 to 30-09-2016 (Both days inclusive)
d	Listing on Stock Exchanges	: Bombay Stock Exchange Limited & National Stock Exchange of India Limited
e	Stock Code	:
	• NSE	: ABHISHEK
	• BSE	: 532831
	• Payment of Annual Listing Fees	The Company has paid the annual listing fees for the financial year 2016-17
	• CIN	: L51491PN1993PLC073706
	• ISIN	: INE004101017
f	Market Price Data	: Monthly highs, lows and trading volume :

Month	BSE		Abhishek Corporation Limited		NSE NIFTY 50		Abhishek Corporation Limited	
	High	Low	High	Low	High	Low	High	Low
Apr.15	29094.61	26897.54	1.98	1.28	8844.80	8144.75	-	-
May.15	28071.16	26423.99	1.71	1.71	8489.55	7997.15	-	-
Jun.15	27968.75	26307.07	1.65	1.31	8467.15	7940.30	-	-
Jul.15	28578.33	27416.39	1.36	1.10	8654.75	8315.40	-	-
Aug. 15	28417.59	25298.42	1.99	1.19	8621.55	7667.25	-	-
Sep. 15	26417.82	24833.54	1.90	1.29	8055.00	7539.50	-	-
Oct.15	27618.14	26168.10	1.91	1.75	8336.30	7930.65	-	-
Nov.15	26824.30	25451.42	2.10	1.90	8116.10	7714.15	-	-
Dec.15	26256.42	24867.73	1.95	1.54	7979.30	7551.05	-	-
Jan.16	26197.27	23839.76	3.09	1.94	7972.55	7241.50	-	-
Feb.16	25002.32	22494.61	3.23	2.18	7600.45	6825.80	-	-
Mar.16	25479.62	23133.18	2.18	1.71	7777.60	7035.10	-	-

- Represents no trading information available for NSE and BSE

Stock Performance



- g Registrar and Transfer Agents : Link Intime India Private Limited (formerly Intime Spectrum Registry Limited)  
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai – 400 078
- h Share Transfer System : The company has appointed M/s Link Intime India Pvt Ltd as Registrar and Transfer Agent. The share transfers forms are processed and the share certificates returned within a period of 15 days from the date of receipt subject to the documents being valid and complete in all respects.

i **Distribution of shareholding**

• **By Size**

Category of Shares	No. of shareholders	% of total	Share Amount	% of total
1-500	3,123	77.69	5,04,655	3.15
501-1000	447	11.11	3,71,577	2.32
1001-2000	208	5.17	3,22,921	2.01
2001-3000	87	2.16	2,22,087	1.38
3001-4000	42	1.04	1,51,584	0.94
4001-5000	35	0.87	1,60,208	1.00
5001-10000	37	0.92	2,64,402	1.65
Above 10001	41	1.01	1,40,11,028	87.50
<b>Total</b>	<b>4,020</b>	<b>100</b>	<b>1,60,08,462</b>	<b>100</b>

• **By Share Ownership**

Category	March 31, 2016			March 31, 2015		
	Shareholders (no.)	Voting Strength %	No. of Shares Held	Shareholders (no.)	Voting Strength %	No. of Shares Held
Promoters & Promoter Group	7	57.63%	92,25,416	7	57.63%	92,25,416
Other Bodies Corporate	85	9.66%	15,46,093	113	10.22%	16,35,924
Clearing Members	23	0.09%	15,305	21	0.15%	24,733
Indian Public	3,887	32.42%	51,93,828	3,891	31.85%	50,99,164
NRI	15	0.12%	19,237	16	0.10%	16,142
NRN	3	0.05%	8,583	3	0.04%	7,083
<b>Total</b>	<b>4,020</b>	<b>100%</b>	<b>1,60,08,462</b>	<b>4,051</b>	<b>100%</b>	<b>1,60,08,462</b>

● **By Dematerialized and physical shares**

Sr. No.	Category	Dematerialized		Physical		Total		
		Shares	Holders	Shares	Holders	Shares	Value	Percent
1	Promoters & Promoter Group	92,25,416	7	-	-	92,25,416	9,22,54,160	57.63%
2	Other Bodies Corporate	15,46,093	85	-	-	15,46,093	1,54,60,930	9.65%
3	Clearing Members	15,305	23	-	-	15,305	1,53,050	0.095%
4	Indian Public	51,93,278	3,880	550	7	51,93,828	5,19,38,280	32.42%
5	NRI	19,237	15	-	-	19,237	1,92,370	0.12%
6	NRN	8,583	3	-	-	8,583	85,830	0.05%
	<b>Total</b>	<b>1,60,07,912</b>	<b>4,013</b>	<b>550</b>	<b>7</b>	<b>1,60,08,462</b>	<b>16,00,84,620</b>	<b>100%</b>

**a. Dematerialization of shares and liquidity**

Total share capital of the company is Rs. 16,00,84,620 divided into 16,008,462 shares of Rs. 10/- each. As on March 31, 2016 out of 1,60,08,462 shares 1,60,07,912 (99.99%) are in dematerialized form. Remaining 550 shares are in physical form.

**b. Outstanding GDRs / ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity**

There are no outstanding GDRs / ADRs/ Warrants or any Convertible instruments.

**c. Plant Location**

Abhishek Corporation Ltd.  
Gat No. 148, Tamgaon,  
Kolhapur – Hupari Road,  
Tal- Karveer, Dist – Kolhapur, 416234

**d. Address for correspondence**

**Registered Office**

Abhishek Corporation Ltd.  
Gat No. 148, Tamgaon,  
Kolhapur – Hupari Road,  
Tal - Karveer, Dist – Kolhapur, 416234

**Registrar and Transfer Agent**

Link Intime India Private Limited,  
(Formerly Intime Spectrum Registry Ltd  
(Unit: Abhishek Corporation Ltd)  
C-13, Pannalal Silk Mills Compound,  
LBS Marg, Bhandup (W), Mumbai – 400 078

**e. Certificate on Corporate Governance**

The Company has obtained a certificate from Statutory Auditors confirming compliances with conditions of corporate Governance as stipulated in the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

## Auditors Certificate Regarding Compliance of Conditions of Corporate Governance

To,  
**The Members of**  
**Abhishek Corporation Limited**

We have examined the compliance of conditions of Corporate Governance by Abhishek Corporation Limited, (formerly Abhishek Mills Limited), for the year ended on March 31, 2016 as stipulated in:

- Clause 49 (excluding clause 49 (VII) (E) of the Listing Agreements of the Company with stock exchanges) for the period April 1, 2015 to November 30, 2015.
- Clause 49 (VII) (E) of the Listing Agreements of the Company with stock exchanges for the period April 1, 2015 to September 1, 2015.
- Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the period September 2, 2015 to March 31, 2016 and
- Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the period December 1, 2015 to March 31, 2016.

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to procedure 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.

We have examined the relevant records of the Company in accordance with the Generally Accepted Auditing Standards in India, to the extent relevant, and as per the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreements and regulation 17 to 27 and clauses (b) to (i) of regulation 46(2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the respective periods of applicability as specified under paragraph 1 above, during the year ended March 31, 2016.

We further state that the 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 **Shrikant & Co.**  
Chartered Accountants FRN : 110186

**Shrikant Shirdhonkar**  
Proprietor M. No. : 015703

Date : September 1, 2016  
Place : Kolhapur

### DECLARATION REGARDING COMPLIANCE BY BOARD MEMBERS AND SENIOR MANAGEMENT PERSONNEL WITH THE CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

This is to confirm that the Company has adopted a Code of Conduct for Directors and Senior Management Personnel, which is available on the Company's website.

I confirm that the Company has in respect of the Financial Year ended 31<sup>st</sup> March, 2016, received from the Members of the Board and Senior Management Personnel, a declaration of compliance with the Code of Conduct as applicable to them.

Date : September 1, 2016

Place : Kolhapur

**Anasaheb R. Mohite**

Chairman & Managing Director

### CEO/CFO CERTIFICATION

We, Anasaheb Mohite, Managing Directors and Anjali Mohite, CFO of the Company hereby certify that

- (a) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain 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 existing accounting standards, applicable laws and regulations
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
- (c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- (d) We have indicated to the auditors and the Audit committee
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Date : September 1, 2016

Place : Kolhapur

**Anasaheb R. Mohite**

Chairman & Managing Director

**Anjali Mohite**

CFO

The management of Abhishek Corporation Limited presents the analysis of business performance of the company for the year 2015-16 and its outlook for the future. This outlook is based on assessment of the current business environment. It may vary due to future economic and other developments, both in India and abroad.

### 1. INDUSTRY STRUCTURE AND FUTURE OUTLOOK

During past few years, the spinning industry has been facing grueling time mainly because of volatility in cotton prices and in turn yarn prices, steep fall in global demand leading to dumping of yarn in domestic price and thereby turning the market hostile in term of prices, rise in power labor cost.

### 2. OPPORTUNITIES AND THREATS

Looking to the deadlock in which the Textile Industry has been plunged into, there are opportunities seen at present to get back to normalcy. On the contrary, there are threats to confront with like Sliding demand in exports, falling prices in domestic as well as global market, uncertain cotton prices & increasing cost of production. On the whole, it is feared that all these factors will nibble the industry.

### 3. MANAGEMENT PERCEPTION OF RISKS & CONCERNS

Although the Industry is beset by several woes, the management still to have a good time ahead provided adequate backing from government, improvement in global demand as well price stability in domestic market. Also, instead of depending upon conventional market and buyers, continuous endeavor to explore new market and buyers is needed so that we can survive in the present scenario.

### 4. INTERNAL CONTROL SYSTEMS

The company maintains adequate internal control systems, which provide, among other things, reasonable assurance of recording the transactions of its operations in all material aspects and of providing protection against significant misuse or loss of Company's assets.

### 5. SEGMENTS WISE PERFORMANCE

The construction division of the company is inoperative, therefore the whole of the operations of the Company relates only to the Textile unit and hence Segment wise reporting is not necessitated.

### 6. HUMAN RESOURCES

The Company regards its human resources amongst its most valuable assets and proactively reviews and evolves policies and processes to attract and retain its substantial pool of scientific, technical and managerial resources through a work environment that encourages initiative, provides challenges and opportunities. Adequate facilities and opportunities are also being provided to the technical and professional staffs to update themselves in the fast changing era of technologies. In the fiscal year 2016 the company has as much as 175 employees.

### 7. RESULTS OF OPERATION

- a. **Sales:** The total Sale reduced to ₹ 647.84 from ₹ 1096.49 Lacs. The decrease in the total sales is primarily on account of lack of orders and high operating cost. There are no revenues from construction division as it is inoperative since long period.
- b. **Profit/Loss before Tax:** During the financial year 2015-16 the company has incurred a loss before tax of ₹ 9488.83 Lacs as against Loss before tax of ₹ 8527.01 Lacs in previous year. The loss is mainly on account of lower sales turnover due to no export orders, huge interest coupled with other fixed overheads.
- c. **Profit/ Loss after Tax:** During the financial year 2015-16 the company has incurred net loss of ₹ 9488.83 Lacs as against Loss after tax of ₹ 8401.83 Lacs in previous year. This is mainly on account of lower capacity utilization and high fixed overheads such as Interest, Depreciation etc.

## To The Members of

### Abhishek Corporation Limited

#### **Report on the Financial Statements**

We have audited the accompanying financial statements of Abhishek Corporation Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year then ended 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 Financial Statements**

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these 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 the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 internal financial control, 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.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on these 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 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 control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, 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 financial statements.

#### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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:

- a. In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016; and
- b. In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c. In the case of the Cash Flow Statement, of the Cash Flows for the year ended on that date.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors 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 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report that:
- a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account.
  - d. In our opinion the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts)Rule,2014.
  - e. On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
  - f. With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :
    - i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 1(13) to the financial statements.
    - ii) The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii) There were no amounts which are required to be transferred, to the Investor Education and Protection Fund by the Company.

Date :May 10,2016  
Place : Kolhapur

For **Shrikant & Co.**  
Chartered Accountants FRN : 110186

**Shrikant Shirdhonkar**  
Proprietor  
M. No. 015703



## Annexure 1 as referred to in paragraph (1) under the heading "Reporting on Other Legal and Regulatory Requirements" of our report on even date of Abhishek Corporation Limited for the year ended on 31/03/2016

- (i) In respects to fixed assets:-
- The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
  - The fixed Assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification by the management.
  - The title deeds of immovable properties other than self constructed properties as disclosed in Note 8 on fixed assets to the financial statements are held in the name of the company, including the leasehold properties held by the company.
- (ii) The inventory has been physically verified by the management at regular intervals and the discrepancies noticed on such physical verification of inventory compared to book records were not material.
- (iii) The company has not granted any Loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act 2013.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has not granted any loans, or provided any guarantees or security to the parties covered under Section 185 and Section 186.
- (v) During the year under review the company has not accepted any amount by way of Deposits pursuant to provisions of section 73 to 76 or any other relevant provisions of the Companies Act & the rules framed there under.
- (vi) We have broadly reviewed the books of account maintained by the company pursuant to the rules prescribed by the Central Government for maintenance of cost records under section 148(1) of the Companies Act and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- (vii) In respects statutory dues :-
- According to the information and explanation given to us, the company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, Income Tax, Wealth Tax, Sales Tax, Purchase Tax, Custom Duty, Excise Duty, Cess, Entry Tax & Service Tax, Value added taxes, Cess and any other statutory dues except following dues which are due since more than six months but still not paid.
    - Tax Deducted At Source 46,99,420/-
    - Provident Fund 58,99,729/-
    - Professional Tax 25,28,350/-
  - The disputed statutory dues have not been deposited on account of disputed matters pending before appropriate authorities as on March 31, 2016, are as under:-

Sr. No.	Name of the Statute	Nature of Dues	Amount (Rs.)	Period to which the amount relates	Forum where dispute is pending
1	Central Excise	Excise duty	15,70,662/-	May 10 to Jun-11	CESTAT
2	Central Excise	Custom Duty	88,28,839/-	Jan-06 to Oct-09	CESTAT
3	Central Excise	Excise & Custom Duty	4,80,44,348/-	Aug-09 to Apr-14	CESTAT
4	Service Tax	Service Tax	73,51,370/-	Oct-07 to Mar-12	CESTAT
5	Central Excise	Excise/Custom Duty	37,50,661/-	Mar-00 to Jun-02	CESTAT
6	EPF & MP Act,1952	PF interest & Damages	1,80,32,097/-	Apr-96 to Nov-14	EPF appellate Tribunal
7	Income Tax Act,1961	Income Tax	_*	A.Y 06-07 & A.Y 07-08	ITAT

\* The Company is not in a position to exactly quantify the amount of liability as the order of the AO giving effect to the ITAT order is not yet received.

The company has not considered any interest and penalties while considering the above figures except for sr. no. 6 where the amount itself is in relation to penalty and interest.



- (viii) The company has defaulted in repayment of the loans as are mentioned in Note 4a and Note 6a of the Balance Sheet. However, dispute lies between the company and the lenders in terms of the amount of repayment as well as the other terms of repayment. Considering the same we are of the opinion that the repayment of these loans are defaulted since the withdrawal of CDR i.e. 24-2-2012(date of withdrawal of CDR), however, the withdrawal of CDR itself is disputed.
- (ix) The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments) and term loans. Accordingly, the provisions of Clause 3(ix) of the Order are not applicable to the Company.
- (x) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor we have been informed of any such case by the Management.
- (xi) The Company has paid/provided for managerial remuneration, wherever applicable in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- (xii) As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.
- (xiii) The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions have been disclosed in the financial statements as required under Accounting Standard (AS) 18, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies(Accounts) Rules, 2014.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company (Accounts) Rules, 2014.
- (xv) According to the information and explanations given to us, the Company has not entered into non-cash transactions with any of the directors/ person connected with the director during the year.
- (xvi) The Company is not required to be register under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **Shrikant & Co.**  
Chartered Accountants FRN : 110186

**Shrikant Shirdhonkar**  
Proprietor  
M. No. : 015703

Date : May 10, 2016  
Place : Kolhapur

## INDEPENDENT AUDITORS' REPORT

### Annexure 2 to the Independent Auditor's Report of even date on the Financial Statements of Abhishek Corporation Limited for the year ended on 31/03/2016

#### Report on the Internal Financial Controls under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Abhishek Corporation Limited ("the Company") as of March 31, 2016 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. 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 the 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 Act.

#### Auditor's 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 as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, 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 judgement, 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 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 authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 maintained, 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 March 31, 2016, 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 **Shrikant & Co.**  
Chartered Accountants FRN : 110186

**Shrikant Shirdhonkar**  
Proprietor  
M. No. : 015703

Date : May 10, 2016  
Place : Kolhapur

# BALANCE SHEET AS AT 31/03/2016

₹ in Lacs

Sr. No.	Particulars	Note No.	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
<b>I EQUITY AND LIABILITIES</b>				
<b>a</b>	<b>Shareholders Funds</b>			
	Share Capital	2	1,600.85	1,600.85
	Reserves And Surplus	3	(41,846.73)	(32,357.89)
	Money Rec. Agst. Share Warrants		-	-
	<b>Total(a)</b>		<b>(40,245.88)</b>	<b>(30,757.05)</b>
<b>b</b>	<b>Share Application Money Pending Allotment</b>		-	-
<b>c</b>	<b>Non-current Liabilities</b>			
	Long Term Borrowings		-	-
	Other Long-term Liabilities		-	-
	Long-term Provisions		-	-
	<b>Total(c)</b>		-	-
<b>d</b>	<b>Current Liabilities</b>			
	Short Term Borrowings	4	4,796.98	4,865.41
	Trade Payables	5	5,275.63	6,654.94
	Other Current Liabilities	6	56,799.44	48,461.88
	Short Term Provisions	7	279.19	519.20
	<b>Total(d)</b>		<b>67,151.23</b>	<b>60,501.42</b>
	<b>Total(a+b+c+d)</b>		<b>26,905.35</b>	<b>29,744.38</b>
<b>II ASSETS</b>				
<b>a</b>	<b>Non-current Assets</b>			
	Fixed Assets			
	Tangible Assets	8	17,311.17	18,528.93
	Intangible Assets		-	-
	Capital Work-in-progress		213.12	211.13
	Non-current Investments	9	3.76	3.76
	Deferred Tax Assets (net)	10	-	-
	Long-term Loans And Advances	11	90.70	81.96
	Other Non-current Assets	12	-	-
	<b>Total(a)</b>		<b>17,618.75</b>	<b>18,825.77</b>
<b>b</b>	<b>Current Assets</b>			
	Current Investments		-	-
	Inventories	13	2,465.03	2,654.48
	Trade Receivables	14	979.10	3,227.46
	Cash And Cash Equivalents	15	166.98	158.16
	Short-term Loans And Advances	16	850.25	884.73
	Other Current Assets	17	4,825.25	3,993.78
	<b>Total(b)</b>		<b>9,286.61</b>	<b>10,918.60</b>
	<b>Total(a+b)</b>		<b>26,905.35</b>	<b>29,744.38</b>

Significant Accounting Policies and Notes to Accounts 1 to 26

**Signed in terms of our separate report**

**For and on behalf of Board of Directors**

**For Shrikant & Co.**

Chartered Accountants FRN : 110186

**Anasaheb Mohite** (Chairman & MD)

**Rama Swetta** (Director)

**Shrikant Shirdhonkar**

Proprietor  
M. No. 015703

**Dhananjay Charane**(Director)

**Manohar Dudhane** (Director)

Place : Kolhapur

Date : May 10, 2016

**Anjali Mohite** (CFO)

**Sawani Sadalage** (Company Secretary)

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

₹ in Lacs

Sr. No.	Particulars	Note No.	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
	<b>REVENUE FROM OPERATIONS</b>			
I	Revenue From Operations	18	647.84	1,096.49
II	Other Income	19	8.76	63.78
III	<b>Total Revenue(I+II)</b>		<b>656.60</b>	<b>1,160.27</b>
IV	<b>Expenses:</b>			
a	Cost Of Material Consumed	20	318.14	553.26
b	Changes In Inventories Of Finished Goods Work-in-progress And Stock -in-trade	21	10.50	111.62
c	Employee Benefits Expenses	22	300.85	271.47
d	Finance Costs	23	7,535.13	6,316.10
e	Depreciation And Amortization Expense	24	1,227.46	1,232.72
f	Operating And Other Expenses	25	753.36	1,202.12
	<b>Total Expenses</b>		<b>10,145.43</b>	<b>9,687.29</b>
V	<b>Profit before exceptional and extraordinary items and tax (iii-iv)</b>		<b>(9,488.83)</b>	<b>(8,527.01)</b>
VI	Exceptional Items		-	-
VII	<b>Profit Before Extraordinary Items And Tax (V-VI)</b>		<b>(9,488.83)</b>	<b>(8,527.01)</b>
VIII	Extraordinary Items		-	-
IX	<b>Profit Before Tax (VII-VIII)</b>		<b>(9,488.83)</b>	<b>(8,527.01)</b>
X	<b>Tax Expense</b>			
a	Current Tax		-	-
b	Earlier Years Tax		-	(125.18)
c	Deferred Tax		-	-
XI	<b>Profit(loss) For The Period From Continuing Operations</b>		<b>(9,488.83)</b>	<b>(8,401.83)</b>
XII	<b>Profit (loss) For The Period</b>		<b>(9,488.83)</b>	<b>(8,401.83)</b>
XIII	<b>Earning Per Equity Share</b>			
a	Basic		(59.27)	(52.48)

Significant Accounting Policies and Notes to Accounts 1 to 26

Signed in terms of our separate report

For and on behalf of Board of Directors

For **Shrikant & Co.**

Chartered Accountants FRN : 110186

**Shrikant Shirdhonkar**

Proprietor

M. No. 015703

Place : Kolhapur

Date : May 10, 2016

**Anasaheb Mohite** (Chairman &MD)

**Rama Swetta** (Director )

**Dhananjay Charane**(Director )

**Manohar Dudhane** (Director )

**Anjali Mohite** (CFO)

**Sawani Sadalage** (Company Secretary )



# CASHFLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2016

( ₹ In Lacs)

Sr. No.	Particulars	Amount	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
<b>I</b>	<b>Cash Flow from Operating Activities</b>			
	<b>Profit Before Tax and Extra Ordinary Items</b>		<b>(9,488.83)</b>	<b>(8,527.01)</b>
	Adjustment For			
	Depreciation	1,227.46		1,232.72
	Interest Paid	7,535.13		6,316.10
	Interest Received	(8.72)		(63.76)
	Dividend Received	(0.04)		(0.03)
	Misc Expenditure	-	8753.83	-
	<b>Operation Profit before Working Capital Changes</b>		<b>(735.00)</b>	<b>(1,041.98)</b>
	<b>Adjustment For Changes in Working Capital</b>			
	Inventories	189.45		(283.81)
	Sundry Debtors	2,248.36		(1,069.02)
	Loans, Advances and Other Current Assets	(805.73)		(552.07)
	Current Liabilities and Provisions	6,718.24	8,350.31	10,170.79
	<b>Cash Generated from Operations</b>		<b>7,615.31</b>	<b>7,223.92</b>
	Interest Paid		(7,535.13)	(6,316.10)
	<b>Cash Flow before Extra Ordinary Items</b>		<b>80.18</b>	<b>907.81</b>
	<b>Extra Ordinary Items</b>			
	Earlier year Taxes (Excess Provision written off)		-	125.18
	<b>Net Cash from Operating Activities (I)</b>		<b>80.18</b>	<b>1,032.99</b>
<b>II</b>	<b>Cash Flow from Investing Activities</b>			
	Purchase of Fixed Assets	(9.71)		-
	(Increase)\Decrease in Capital WIP	(1.99)		-
	Loss on Sale of Assets	-		-
	Proceeds from Sale of Assets	-		-
	Interest Income	8.72		63.76
	Dividend Income	0.04	(2.94)	0.03
	<b>Net Cash from Investing Activities (II)</b>		<b>(2.94)</b>	<b>63.79</b>
<b>III</b>	<b>Cash Flow from Financing Activities</b>			
	Proceeds from issue of Share Capital	-		-
	Proceeds from Long Term Borrowing	-		-
	Proceeds from Short Term Borrowing	(68.43)		(1,097.80)
	Repayment of Long Term Borrowing	-		-
	Repayment of Short Term Borrowing		(68.43)	-
	<b>Net Cash from Financing Activities (III)</b>		<b>(68.43)</b>	<b>(1,097.80)</b>
	<b>Net Increase in Cash and Cash Equivalents (I + II + III)</b>		<b>8.82</b>	<b>(1.02)</b>
	<b>Cash and Cash Equivalents (Opening Balance)</b>		<b>158.16</b>	<b>159.18</b>
	<b>Cash and Cash Equivalents (Closing Balance)</b>		<b>166.98</b>	<b>158.16</b>

Signed in terms of our separate report

For and on behalf of Board of Directors

For **Shrikant & Co.**  
Chartered Accountants FRN : 110186

**Anasaheb Mohite** (Chairman & MD)

**Rama Swetta** (Director )

**Shrikant Shirdhonkar**  
Proprietor  
M. No. 015703

**Dhananjay Charane**(Director )

**Manohar Dudhane** (Director )

Place : Kolhapur  
Date : May 10, 2016

**Anjali Mohite** (CFO)

**Sawani Sadalage** (Company Secretary )

## NOTE 1 SIGNIFICANT ACCOUNTING POLICIES

### 1. Method of Accounting

The financial statements have been prepared on mercantile basis of accounting in accordance with the historical cost convention and in compliance with mandatory accounting standards as notified in the Companies (Accounting Standards) Rules, 2006 and the relevant provisions of Companies Act, 2013.

### 2. Fixed Assets, Depreciation & Amortization

Fixed assets are stated at cost including expenses incurred up to the date of their installation/commissioning like inward freight, duties and taxes and any other incidental expenses related to acquisition less accumulated depreciation. Capital Work In Progress comprises outstanding advances paid to acquire fixed assets, and the cost of fixed assets that are not yet ready for their intended use at the Balance Sheet date.

There are no intangible assets.

### 3. Investments

Investments are stated at cost.

### 4. Inventories

Raw material, work in process, finished goods is valued at cost or net realisable value whichever is lower. Waste stock is valued at market value/net realisable value. Cost comprises of all cost of purchase, cost of conversion and the cost incurred in bringing the inventory to present location and condition. Cost formulae used is "First in First Out".

### 5. Retirement Benefits

The Company has provided retirement benefits in the form of contribution to provident fund as a fixed percentage of salary and wages to employees. Employees of the Company are covered under Payment of Gratuity Act, 1972. Provision for Gratuity is made by the company. Actuarial Valuation reports are not availed.

### 6. Taxes on Income AS - 22

In view of losses, no taxation provision is made during the year. In consideration of prudence, no provision is made in respect of net deferred tax asset, arising due to timing differences after set off of deferred tax liability, against deferred tax asset.

### 7. Borrowing Cost AS - 16

Interest and other cost in connection with the borrowing of the funds to the extent related/attributed to the acquisition/ construction of qualifying fixed assets are accumulated and capitalised upto the date when such assets are ready for their intended use and other borrowing cost are charged to Profit & Loss Account.

### 8. Foreign Currency Transaction

Revenue in foreign currency is translated at the exchange rate at the time of negotiation of documents. Expenditure in foreign currency is translated at the rate prevailing at the time of remittance. Monetary items denominated in foreign currency remaining unsettled at the end of the year, are reported using the closing rates as applicable.

Exchange differences arising on the settlement of monetary items or on reporting Company's monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognised as income or expenses in the year in which they arise.

Exchange differences in respect of fixed assets acquired, including foreign currency liabilities relating thereto, are recognised as income or expenses in the period in which they arise.

### 9. Revenue Recognition AS -9

Sales of textile and wastes are recognised upon despatch of goods to customers. There are no revenues from construction division during the year.



**10. Related Party Transactions AS -18**

- |   |   |   |   |
|---|---|---|---|
| 1 | Promoters   | : | Mr. Ramchandra M. Mohite  |
| 2 | Key Management Personnel  | : | Mr. Anasaheb R. Mohite, Managing Director<br>Mrs. Anjali A Mohite CFO |
| 3 | Others – Enterprises in which Promoters Directors hold Substantial Interest | : | M/s Maruti Construction<br>M/s R. M. Mohite & Co                      |
| 4 | Relatives to Key Managerial Personnel                                       | : | Miss. Apurva A Mohite and Mr. Abhishek A Mohite                       |

**Transactions carried out with related parties (Previous year figures are in brackets) ( ₹ in Lacs)**

Nature of Transactions	Promoters	Key Management Personnel	Relatives to Key Managerial Personnel	Total
1. Salary paid	- (-)	6.00 (3.00)	- (-)	6.00 (3.00)

**11. Earnings per Share (EPS)**

The basic earnings per share (EPS) is computed by dividing the net profit/(loss) after tax for the year by the number of equity shares outstanding during the year.

Particulars	2015-16	2014-15
Net Loss after tax	948,883,302.00	840,183,140.00
Number of Equity Shares	1,60,08,462	1,60,08,462
Basic EPS	(59.27)	(52.48)

**12. Segment information for the year ended 31 March 2016 AS - 17**

The construction division of the company is inoperative, therefore the whole of the operations of the company relates only to the Textile unit and hence Segment wise reporting is not necessitated.

**13. Provisions, Contingent Liabilities and Contingent Assets AS - 29**

Following is the list of liabilities not provided by the company which are contingent in nature:-

Sr. No.	Authority	Item	Amount
1	Additional Commissioner of Central Excise	Central Excise	15.70
2	Commissioner of Central Excise	Custom Duty	88.29
3	Commissioner of Central Excise	Service Tax	73.51
4	Commissioner of Central Excise	Central excise/Custom duty	480.44
5	Commissioner of central Excise	Central excise	37.51
6	Regional Provident Fund Commissioner	Provident Fund (Damages & Interest)	180.32
7	Income Tax Appellate Tribunal	Income Tax	-*

\* The exact liability with respects to the case pending with Income Tax Appellate Tribunal cannot be quantified, as the notice of demand is not yet received from the concerned assessing officer.

The company is hopeful that these liabilities won't crystallise.



# NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31/03/2016

₹ in Lacs

Note No.	Particulars	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015		
<b>2</b>	<b>SHARE CAPITAL</b>				
	<b>Authorized</b> 2,40,00,000 (prev. Yr. 2,40,00,000) Equity Shares Of ₹10/-each	2,400.00	2,400.00		
	<b>Issued, Subscribed &amp; Paid Up</b> Shares at the beginning of the Accounting Period 1,60,08,462 (prev. Yr.1,60,08,462) Equity Shares of ₹.10/-each fully paid up	1,600.85	1,600.85		
	Additions during the year (L.Y Nil ) Equity Shares of ₹ 10/- each	-	-		
	Shares at the end of the Accounting period 1,60,08,462 (prev. Yr.1,60,08,462) Equity Shares of ₹ 10/-each	<b>1,600.85</b>	<b>1,600.85</b>		
<b>Note</b>	Subscribed and Paid up Share Capital includes:				
	a) Equity shareholder holding more than 5% of equity shares along with the number of equity shares held, is as given below:				
	<b>Name of the Shareholder</b>	<b>As at 31.03.2016</b>		<b>As at 31.03.2015</b>	
		<b>%</b>	<b>Number of Shares</b>	<b>%</b>	<b>Number of Shares</b>
	Anasaheb Mohite	28.17%	4,509,192	28.17%	4,509,192
	Anjali Mohite	18.60%	2,977,078	18.60%	2,977,078
	Rama Swetta	12.49%	2,000,000	12.49%	2,000,000
	Abhishek Mohite	10.79%	1,727,131	10.79%	1,727,131
	Blue Mark Mercantile Private Limited	8.47%	1,356,229	8.47%	1,356,229
	b) Out of the above, following shares are pledged or otherwise encumbered:				
	<b>Name of the Shareholder</b>	<b>As at 31.03.2016</b>		<b>As at 31.03.2015</b>	
		<b>%</b>	<b>Number of Shares</b>	<b>%</b>	<b>Number of Shares</b>
	Anasaheb Mohite	24.07%	3,852,956	24.07%	3,852,956
	Anjali Mohite	17.04%	2,728,431	17.04%	2,728,431
	Abhishek Mohite	9.89%	1,582,929	9.89%	1,582,929

## NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31/03/2016

( ₹ in Lacs)

Note No.	Particulars	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
<b>3</b>	<b>RESERVE &amp; SURPLUS</b>		
<b>a</b>	<b>General Reserve</b>		
	at the beginning of the accounting period	809.15	809.15
	at the end of the accounting period	809.15	809.15
<b>b</b>	<b>Share Premium Account</b>		
	at the beginning of the accounting period	5,080.92	5,080.92
	at the end of the accounting period	5,080.92	5,080.92
<b>c</b>	<b>Surplus</b>		
	at the beginning of the accounting period	(38,247.97)	(29,702.93)
	Less: prior period expenses	-	-
	Profit/(loss) during the year	(9,488.83)	(8,401.83)
	Depreciation giving effect to schedule II of Companies Act, 2013	-	(143.21)
	Allocations and appropriations	-	-
	at the end of the accounting period	(47,736.80)	(38,247.97)
	<b>Grand Total (a+b+c)</b>	<b>(41,846.73)</b>	<b>(32,357.89)</b>
	<b>CURRENT LIABILITIES</b>		
<b>4</b>	<b>SHORT TERM BORROWINGS</b>		
<b>a</b>	<b>Secured</b>		
	Cash credit from Corporation Bank	708.72	708.72
	Term loan from Corporation Bank (FITL -I)	40.00	40.00
	Term loan from Corporation Bank (FITL -II)	65.00	65.00
	Term loan from Corporation Bank (FITL -III)	60.00	60.00
	WCTL from Corporation bank	564.00	564.00
	<b>Total</b>	<b>1,437.72</b>	<b>1,437.72</b>
<b>Note</b>	<b>Secured Short term Borrowings</b>		
	Working capital facilities are secured against first charge on Current assets, second charge on Fixed Assets and personal gaurantees of promoters which are repayable on demand subject to review carried out by banks every year. Funded Interest Term Loan and Working Capital Term Loan accounts created on the basis of CDR package are classified as Short Term Borrowings as they are repayable on demand. All the above loans are recalled by notice under the SARFAESI Act 2002.		
<b>b</b>	<b>Unsecured</b>		
	<b>From related parties</b>		
	From the directors of the Company	1,311.58	1,345.43
	From the relatives of directors of the Company	1,825.19	1,820.20
	Inter-corporate loan	222.50	262.06
	<b>Total</b>	<b>3,359.26</b>	<b>3,427.69</b>
	<b>Grand total (a+b)</b>	<b>4,796.98</b>	<b>4,865.41</b>
<b>5</b>	<b>TRADE PAYABLES</b>		
	Creditors for goods and services	5,239.84	6,477.31
	Advance from parties-interest free	35.78	177.63
	<b>Total</b>	<b>5,275.63</b>	<b>6,654.94</b>

# NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31/03/2016

(₹ in Lacs)

Note No.	Particulars	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
<b>6</b>	<b>OTHER CURRENT LIABILITIES</b>		
<b>a</b>	<b>Current maturities of long term debts</b>		
	Term Loan from IDBI Bank Ltd. RTL III	(0.06)	(0.06)
	Term Loan from Corporation Bank	952.46	952.46
	Term Loan from State Bank of India	2,499.61	2,499.61
	Term Loan from Axis Bank Ltd	1,500.00	1,500.00
	Term Loan from Bank of Baroda	1,997.94	1,997.94
	Term Loan from Punjab National Bank	1,460.39	1,460.39
	Asset Reconstruction Company (India) Ltd.	8,042.34	8,042.34
	Edelweiss Asset Reconstruction Co. Ltd	4,669.95	4,669.95
	Invent Assets Securitization & Reconstruction Pvt. Ltd.	1,000.00	1,000.00
	ASREC (India) Ltd.	1,511.12	1,511.12
	Vehicle Loan from Union Bank of India	5.92	4.81
	<b>Total</b>	<b>23,639.66</b>	<b>23,638.56</b>
<b>Note</b>	<b>Current maturities of long term debts</b>		
	a) During the previous year Indian Overseas Bank, Union Bank Of India, State Bank Of Hydrabad have assigned their outstanding debts to Asset Reconstruction Company(India) Ltd.,ASREC(India) Ltd., respectively. Accordingly all the book outstandings of these banks are being transferred to the accounts of these Asset Reconstruction Companies.		
	b) All the above loans are recalled by notice under the SARFASI Act,2002 and hence the same are categorised as current maturities of long term debts		
<b>b</b>	<b>Others</b>		
	Interest accrued and due on borrowings	33,085.42	24,720.58
	Taxes and other statutory dues	74.35	102.74
	<b>Total</b>	<b>33,159.77</b>	<b>24,823.32</b>
	<b>Grand Total (a + b)</b>	<b>56,799.44</b>	<b>48,461.88</b>
<b>7</b>	<b>SHORT-TERM PROVISIONS</b>		
	Provisions for Employee Benefits	191.68	96.62
	Others	87.51	422.58
	<b>Total</b>	<b>279.19</b>	<b>519.20</b>

**NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31/03/2016**

(₹ in Lacs)

Note No.	Particulars	31 <sup>st</sup> March 2015	Addition	Sale/Adjustment	31 <sup>st</sup> March 2016
<b>8</b>	<b>FIXED ASSETS</b>				
<b>a</b>	<b>Tangible Assets</b>				
	<b>Gross Block</b>				
	<b>Assets</b>				
	Land and Land Development/Scaping	20.45	-	-	20.45
	Factory and Office Building	6,258.45	2.32	-	6,260.77
	Plant and Machinery	21,829.82	6.91	-	21,836.73
	Electric Installation	1,560.07	-	-	1,560.07
	Furniture and Fixture	111.58	-	-	111.58
	Vehicles	312.32	-	-	312.32
	Office Equipments	41.69	0.48	-	42.17
	Lab Equipments	167.82	-	-	167.82
	Computers	71.06	-	-	71.06
	<b>Total of This Year</b>	<b>30,373.25</b>	<b>9.71</b>	-	<b>30,382.96</b>
	<b>Total of The Previous Year</b>	<b>30,367.24</b>	<b>6.01</b>	-	<b>30,373.25</b>
	<b>Depreciation Block</b>				
	Land and Land Development/Scaping	-	-	-	-
	Factory and Office Building	1,572.11	197.14	-	1,769.25
	Plant and Machinery	8,792.02	716.06	-	9,508.08
	Electric Installation	856.12	275.65	-	1,131.76
	Furniture and Fixture	85.05	13.76	-	98.81
	Vehicles	272.51	24.77	-	297.28
	Office Equipments	39.58	0.09	-	39.67
	Lab Equipments	159.43	-	-	159.43
	Computers	67.51	-	-	67.51
	<b>Total of This Year</b>	<b>11,844.33</b>	<b>1,227.46</b>	-	<b>13,071.79</b>
	<b>Total of The Previous Year</b>	<b>10,468.39</b>	<b>1,232.72</b>	<b>143.21</b>	<b>11,844.33</b>
	<b>Net Block</b>			<b>31<sup>st</sup> March 2016</b>	<b>31<sup>st</sup> March 2015</b>
	Land and Land Development/scaping			20.45	20.45
	Factory and Office Building			4,491.52	4,686.34
	Plant and Machinery			12,328.65	13,037.80
	Electric Installation			428.30	703.95
	Furniture and Fixture			12.77	26.53
	Vehicles			15.04	39.81
	Office Equipments			2.50	2.10
	Lab Equipments			8.39	8.39
	Computers			3.55	3.55
	<b>Total of this Year</b>			<b>17,311.17</b>	<b>18,528.93</b>
	<b>Total of the Previous Year</b>			<b>18,528.93</b>	<b>19,898.85</b>

# NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31/03/2016

(₹ in Lacs)

Note No.	Particulars	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
<b>b</b>	<b>Intangible Assets</b>	-	-
<b>c</b>	<b>Capital Work In Progress</b>		
	Building Under Construction	210.18	211.13
	Electric Installation Under Construction	2.93	-
	Plant and Machinery Under Installation	-	-
	<b>Total</b>	<b>213.12</b>	<b>211.13</b>
<b>9</b>	<b>NON CURRENT INVESTMENT</b>		
	Shares in Parshwanath Co-op Bank Ltd.	3.50	3.50
	Shares in Saraswat Co-op Bank Ltd.	0.25	0.25
	National Savings Certificate	0.01	0.01
	<b>Total</b>	<b>3.76</b>	<b>3.76</b>
<b>10</b>	<b>DEFERRED TAX ASSETS (NET)</b>	-	-
<b>Note</b>	In consideration of prudence, no provision is made in respect of net deferred tax asset, arising due to timing differences after set off of deferred tax liability, against deferred tax asset		
<b>11</b>	<b>LONG TERM LOANS AND ADVANCES</b>		
	Security Deposits (Unsecured Considered Good Unless otherwise Stated)	90.70	81.96
	<b>Total</b>	<b>90.70</b>	<b>81.96</b>
<b>Note</b>	The outstanding balances in respect of Security Deposits are subject to confirmations. The management, however, does not expect any material variation.		
<b>12</b>	<b>OTHER NON-CURRENT ASSETS</b>		
	<b>Misc. Expenditure</b> (To the extent not written off or adjusted)		
	<b>Preliminary &amp; Pre Operative Expenses</b>		
	Opening Balance/addition		
	Add: Additions During the Year	-	-
	Less: Written Off During the Year	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>
	<b>CURRENT ASSETS</b>		
	<b>CURRENT INVESTMENTS</b>	-	-
<b>13</b>	<b>INVENTORIES</b>		
	(as Taken, Valued & Certified by The Management)		
	Raw Materials	292.04	451.22
	Work In Process	1,664.86	1,675.36
	Finished Goods	-	-
	Stock In Trade(in Respect Of Goods Acquired For Trading )	-	-
	Stores, Spares, Packing Material	507.08	526.85
	Others (waste Stock)	1.05	1.05
	<b>Total</b>	<b>2,465.03</b>	<b>2,654.48</b>

## NOTES TO AND FORMING PART OF BALANCE SHEET AS AT 31/03/2016

( ₹ in Lacs)

Note No.	Particulars	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
<b>14</b>	<b>TRADE RECEIVABLES</b>		
	(unsecured considered good unless otherwise stated)		
	Debts outstanding for a period exceeding six months from the date they are due	900.80	2,730.04
	Other Debts	78.30	497.42
	<b>Total</b>	<b>979.10</b>	<b>3,227.46</b>
<b>Note</b>	Out of the above, debts of ₹ 502.44 lacs is outstanding from R M Mohite and Company, where the promoters hold substantial interest		
<b>15</b>	<b>CASH &amp; CASH EQUIVALENTS</b>		
	<b>Cash on Hand</b>	10.01	1.98
	<b>Balance with Banks</b>		
	In current accounts	142.73	142.89
	In fixed deposits	14.24	13.29
	<b>Total</b>	<b>166.98</b>	<b>158.16</b>
<b>16</b>	<b>SHORT TERM LOANS &amp; ADVANCES</b>		
	(Unsecured considered good unless otherwise stated)		
	Advances recoverable in cash or in kind for the value to be received		
	Advance to parties	502.97	527.52
	Receivable from Revenue Authorities	334.90	357.21
	Other short term loans and advances	12.37	-
	<b>Total</b>	<b>850.25</b>	<b>884.73</b>
<b>Note</b>	The outstanding balances in respect of Loans and Advances are subject to confirmations. Also the claims receivable from revenue authorities are subject to review/assessments by Revenue Authorities. The management, however, does not expect any material variation.		
<b>17</b>	<b>OTHER CURRENT ASSETS</b>		
	Prepaid expenses	1.40	1.24
	Interest receivable under TUF Scheme	4,816.92	3,986.10
	Interest on MSEB Security Deposit	6.93	6.44
	<b>Total</b>	<b>4,825.25</b>	<b>3,993.78</b>
<b>Note</b>	Recovery of Interest Receivable under TUF Scheme is dependent on payment of interest on loans to respective bankers.		

# NOTES TO AND FORMING PART OF STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31/3/2016

(₹ in Lacs)

Note No.	Particulars	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
<b>18</b>	<b>REVENUE FROM OPERATIONS</b>		
	Sale of Products	144.01	1,096.49
	Sale of Services	503.83	-
	Other Operating Revenues	-	-
		647.84	1,096.49
	Less: Excise Duty	-	-
	Net Revenue from Operations	<b>647.84</b>	<b>1,096.49</b>
<b>19</b>	<b>OTHER INCOME</b>		
	Interest Income	8.72	63.76
	Dividend Income	0.04	0.03
	<b>Total</b>	<b>8.76</b>	<b>63.78</b>
<b>20</b>	<b>COST OF MATERIALS CONSUMED</b>		
	Purchases Raw-materials	158.95	968.83
	Add: Opening Balance of Stock	451.22	35.66
		610.17	1,004.48
	Less: Closing Balance of Stock	292.04	451.22
	<b>Consumption of Raw Materials</b>	<b>318.14</b>	<b>553.26</b>
<b>21</b>	<b>CHANGES IN INVENTORIES</b>		
	<b>Finished Goods</b>		
	At the beginning of the accounting period	-	105.42
	At the end of the accounting period	-	-
		-	105.42
	<b>Work-in-progress</b>		
	At the beginning of the accounting period	1,675.36	1,681.56
	At the end of the accounting period	1,664.86	1,675.36
		10.50	6.20
	<b>Waste Stock</b>		
	At the beginning of the accounting period	1.05	1.05
	At the end of the accounting period	1.05	1.05
		-	-
	<b>Grand Total</b>	<b>10.50</b>	<b>111.62</b>
<b>22</b>	<b>EMPLOYEE BENEFITS EXPENSE</b>		
	<b>Salary and Wages</b>		
	Salary and Wages	233.79	204.17
	Director's Remunerations	-	-
	<b>Contribution to Provident and other Funds</b>		
	Contribution to Provident/pension Fund	17.04	18.19
	<b>Other Expenses</b>		
	Staff welfare Expenses	9.91	9.48
	Bonus/Ex Gratia	16.75	15.00
	Gratuity	4.45	9.79
	Production Incentives and other Allowances	18.90	14.84
	<b>Total</b>	<b>300.85</b>	<b>271.47</b>

## NOTES TO AND FORMING PART OF STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31/3/2016

( ₹ in Lacs)

Note No.	Particulars	31 <sup>st</sup> March 2016	31 <sup>st</sup> March 2015
<b>23</b>	<b>FINANCIAL COSTS</b>		
	<b>Interest Expense</b>		
	Interest to Bank	7,534.02	6,316.00
	Interest to Bank on Vehicle Loan	1.11	0.10
	<b>Total</b>	<b>7,535.13</b>	<b>6,316.10</b>
<b>24</b>	<b>DEPRECIATION AND AMORTIZATION EXPENSE</b>		
	Depreciation	1,227.46	1,232.72
	<b>Total</b>	<b>1,227.46</b>	<b>1,232.72</b>
<b>25</b>	<b>OPERATING AND OTHER EXPENSES</b>		
	<b>a Operating Expenses</b>		
	Consumption of Stores and spare parts	113.45	145.78
	Repair to Machinery	13.87	10.80
	Repair to Building	1.87	1.20
	Excise Duty and Vat Expense	-	21.74
	Power and Fuel Expenses	536.53	981.34
	Other Manufacturing Expenses	26.23	13.95
	<b>Total</b>	<b>691.95</b>	<b>1,174.82</b>
	<b>b Administrative Expense</b>		
	Bank Charges and Commission	0.33	3.74
	Conveyance Expenses	4.44	3.66
	Exchange Rate Diff	(50.71)	11.85
	Fees & Taxes	27.40	4.51
	Festival Celebration Expenses	0.16	0.15
	General Expenses	4.05	26.96
	Gardening, Horticulture Equipments & Expenses	9.73	6.33
	Insurance - Vehicle	2.10	2.57
	Insurance - Building/machinery	-	6.78
	Legal Expenses	0.08	0.03
	News Paper & Periodicals	-	0.07
	Payment to the Auditors		
	- For Audit Fees	0.20	0.20
	- For Other Services	0.17	0.34
	Postage & Telephone Exp.	3.99	3.38
	Printing & Stationery	1.51	1.24
	Professional Charges	10.34	25.49
	Repair & Maintenance (general)	3.46	1.63
	Travelling Expenses	1.58	3.98
	Interest/penalty on Statutory Dues	10.69	-
	Excess/short Provision Written off/back	30.33	(77.45)
	Selling & Distribution Expense	1.57	1.82
	<b>Total</b>	<b>61.41</b>	<b>27.30</b>
	<b>Grand Total (a + b)</b>	<b>753.36</b>	<b>1,202.12</b>



## NOTE 26- OTHER NOTES

- a. During the year the Company is eligible for interest refund claim amounting to ₹ 830.82 Lakhs/- in respect of term loans granted by Banks under Technology Up-gradation Fund Scheme (TUFS) subject to payment of interest to banks and during the year the Company has not received any interest refund.
- b. Factory land is owned by the promoters and their relatives. The company has entered into an agreement with the landowners for lease of land in the year 2000-2001. Consequently, the Company has entered into another agreement with the promoters for the expansion in the year 2008-09.
- c. The outstanding balances as on 31.03.2016 in respect of Sundry Debtors, Sundry Creditors, Loans & Advances, Deposits are subject to confirmation from respective parties and consequential reconciliation / adjustment arising there from, if any. The Management, however, does not expect any material variation.
- d. We are compiling the information about the status of our suppliers as a Micro, Small and Medium Enterprises and registered under MSMED Act 2006 (Micro, Small and Medium Enterprises Development Act, 2006) hence disclosure under schedule VI of the Companies Act is not made.
- e. In the opinion of the Board of Directors, the current assets, loans and advances as well as unquoted investments have realisable value in the ordinary course of business at least equal to the amounts at which they are stated.
- f. Figures of the previous year are regrouped wherever necessary.
- g. Figures are rounded off to nearest Lac of Rupees.
- h. Consumption of Raw Material, Packing & Spares ( ₹ in Lacs)

Particulars	2015-2016		2014-15	
	Raw Material	Spares	Raw Material	Spares
Imported Material	Nil	Nil	Nil	1.11
Percent %	0.00	0.00	0.00	7.07%
Indigenous	318.14	45.78	553.26	14.60
Percent %	100%	100%	100%	92.93%

- i. C.I.F. value of Imports ( ₹ in Lacs)

Particulars	2015-2016	2014-15
Capital Goods	-	-
Raw Material	-	-
Other (Packing & Stores Material)	-	1.11

- j. Expenditure in Foreign Currency on account of ( ₹ In Lacs)

Particulars	2015-2016	2014-15
Travelling Expenses	-	-
Commission on Export Sales	-	-
Consultancy Charges	-	-

- k. Earning in Foreign Currency ( ₹ In Lacs)

Particulars	2015-2016	2014-15
On account of Export of goods on F.O.B. basis	-	-

Signed in terms of our separate report

For and on behalf of Board of Directors

For **Shrikant & Co.**

Chartered Accountants FRN : 110186

**Shrikant Shirdhonkar**

Proprietor  
M. No. 015703

Place : Kolhapur

Date : May 10, 2016

**Anasaheb Mohite** (Chairman & MD)

**Dhananjay Charane** (Director)

**Anjali Mohite** (CFO)

**Rama Swetta** (Director)

**Manohar Dudhane** (Director)

**Sawani Sadalage** (Company Secretary)



**ABHISHEK CORPORATION LIMITED**

CIN:L51491PN1993PLC073706

Reg. off. 148 Tamgaon, Kolhapur-Hupari Road,Dist: Kolhapur 416234

Phone:0231-2676191 Email:admin@abhishekccorporation.com

**FORM No. MGT-11**

**PROXY FORM**

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

CIN L51491PN1993PLC073706  
 Name of the Company Abhishek Corporation Limited  
 Registered office Gat No.148 Tamgaon, Kolhapur-Hupari Road,Tal-Karveer, Dist-Kolhapur - 416234, Maharashtra, India

Name of the member(s) .....

Registered Address .....

Email ID ..... Folio No./Client ID ..... DP ID .....

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

1.Name : .....	2.Name : .....	3.Name : .....
Address : .....	Address : .....	Address : .....
Email ID : .....	Email ID : .....	Email ID : .....
Signature : ....., or failing him	Signature : ....., or failing him	Signature : ....., or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at 23<sup>rd</sup> Annual General Meeting of the members of ABHISHEK CORPORATION LIMITED (CIN L 51491PN1993PLC073706) to be held on Friday, 30<sup>th</sup> September 2016 at 11.00 a.m. at the Registered Office of the Company, situated at Gat No.148 Tamgaon ,Kolhapur-Hupari Road,Tal- Karveer ,Dist – Kolhapur -416234,Maharashtra,India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.		For	Against
1.	To adopt Financial Statements as at 31 <sup>st</sup> March, 2016 together with the Directors' Report and Auditors' Report thereon.		
2.	To appoint a Director in place of Mr. Anasaheb Mohite who retires by rotation, and being eligible offers himself for re-appointment		
3.	To ratify the Appointment of Auditor		

Signed this ..... day of ..... 2016

Signature of shareholder: .....

Signature of Proxy holder(s) : .....



Notes:

- 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 Annual General Meeting.
- A proxy need not be a member of the Company.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.





ABHISHEK  
CORPORATION

L I M I T E D

### Registered Office

Gat No. 148, Tamgaon  
Kolhapur-Hupari Road  
Taluka - Karveer  
Dist. Kolhapur- 416 234

### Corporate Office

'Shiv-Parvati' 17 E  
Nagala Park  
Kolhapur-416 003