

ABHISHEK
INFRAVENTURES LIMITED
(Formerly Executive Stock Broking Services Limited)

31st
ANNUAL REPORT
2014-15

ABHISHEK INFRAVENTURES LIMITED

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. G Madhusudhana	-	Whole-Time Director (DIN: 06577257)
Mr. Ramachandra Murthy Adiraju	-	Whole-Time Director Cum CFO (DIN: 02699745)
Mr. Omprakash Kovuri	-	Whole-Time Director (DIN: 03125398)
Mr. Venkataramana Sanapala	-	Independent Director (DIN: 05138710)
Mr. Kachipuram Srikanth	-	Independent Director (DIN: 07104963)
Mr. Varra Chinnapu Reddy	-	Independent Director (DIN: 07116735)
Mrs. Burugu Srilatha	-	Independent Director (DIN: 07119436)

COMPANY SECRETARY

Ms. Safruna Panjwani

REGISTERED OFFICE

701, Arunachal Building,
19, Barakhamba Road,
Connaught Place, New Delhi-110 001

CORPORATE OFFICE

H. No. 3-6-672/A, Street No. 10,
Himayathnagar,
Hyderabad – 500029

AUDITORS

M/s. M M Reddy & Co.,
Chartered Accountants,
G-8, Amrutha Ville, Right Wing,
Rajbhavan Road, Somajiguda,
Hyderabad- 500 082

BANKERS

Axis Bank
Somajiguda Branch
Hyderabad

AUDIT COMMITTEE

Mr. Kachipuram Srikanth	-	Chairman
Mr. Varra Chinnapureddy	-	Member
Mr. Venkataramana Sanapala	-	Member

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NOMINATION & REMUNERATION COMMITTEE

Mr. Varra Chinnapu Reddy	-	Chairman
Mr. Kachipuram Srikanth	-	Member
Mr. Venkataramana Sanapala	-	Member

INDEPENDENT DIRECTORS COMMITTEE

Mr. S. Venkata Ramana	-	Chairman
Mr. Varra Chinnapu Reddy	-	Member
Mrs. B. Srilatha	-	Member

RISK MANAGEMENT COMMITTEE

Mr. Kachipuram Srikanth	-	Chairman
Mr. Varra Chinnapu Reddy	-	Member
Mr. ASR Murthy	-	Member

REGISTRAR & SHARE TRANSFER AGENTS

Aarhi Consultants Private Limited
1-2-285, Domalguda
Hyderabad – 500029
Tel No.: 04027638111/27634445
Fax: 040-27632184
E-mail: aarhiconsultants@gmail.com

LISTED AT

Ahmedabad Stock Exchange Limited

ISIN

INE281P01016

WEBSITE

www.abhishekinfra.co.in

INVESTOR E-MAIL ID

abhiinfraventures@gmail.com

CORPORATE IDENTITY NUMBER

L45204DL1984PLC018802

ABHISHEK INFRAVENTURES LIMITED

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the Shareholders of M/s Abhishek Infraventures Limited will be held on Friday, 31st July, 2015 at 11.30 A.M. at the registered office of the Company to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. G. Madhusudhana (holding DIN: 06577257) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s M M Reddy & Co., Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at remuneration as may be fixed by the Board.

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. VENKATARAMANA SANAPALA AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Venkataramana Sanapala (DIN 05138710), who was appointed 'Additional Director' in the Board of the Company on 27.03.2015 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Venkataramana Sanapala (DIN 05138710) as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to 31st March, 2020.

5. APPOINTMENT OF MR. KACHIPURAM SRIKANTH AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Kachipuram Srikanth (DIN 07104963), who was appointed 'Additional Director' in the Board of the Company on 27.03.2015 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company , and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Kachipuram Srikanth (DIN 07104963) as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company , not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to 31st March, 2020.

6. APPOINTMENT OF MR. VARRA CHINNAPU REDDY AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mr. Varra Chinnapu Reddy (DIN 07116735), who was appointed 'Additional Director' in the Board of the Company on 27.03.2015 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company , and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Varra Chinnapu Reddy (DIN 07116735) as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company , not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to 31st March, 2020.

7. APPOINTMENT OF MRS. B. SRILATHA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

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

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“RESOLVED THAT pursuant to the provisions of section 149, 152 of the Companies Act, 2013 and rules made there under, Mrs. Burugu Srilatha (DIN 07119436), who was appointed 'Additional Director' in the Board of the Company on 27.03.2015 pursuant to the provision of Section 161 (1) of the Companies Act, 2013 (“the Act”) read with Articles of Association of the Company, and whose term of office expires at the ensuing Annual General Meeting of the Company, and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. Burugu Srilatha (DIN 07119436) as a candidate for the office of a director of the company who meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years up to 31st March, 2020.

8. APPOINTMENT OF MR. OMPRAKASH KOVURI AS A DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. K. Omprakash (DIN 03125398), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01.12.2014 and who holds office until the date of the ensuing AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. K. Omprakash as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company who is liable to retire by rotation.

9. APPOINTMENT OF MR. OMPRAKASH KOVURI AS A WHOLE TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Companies Act, 2013 and pursuant to Articles of Association of the Company, the consent of the members be and is hereby accorded to appoint Mr. K. Omprakash (DIN 03125398) as Whole-time Director of the Company, for a period of 3 years

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commencing from 01.04.2015 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.”

“RESOLVED FURTHER that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. K. Omprakash, Whole-time Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution in terms of Schedule V of the Companies Act, 2013.

“RESOLVED FURTHER that any one of the Directors of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

10. APPOINTMENT OF MR. A S R MURTHY AS A DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under and the Articles of Association of the Company, Mr. A S R Murthy (DIN: 02699745), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 27.03.2015 and who holds office until the date of the ensuing AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. A S R Murthy as a candidate for the office of a director of the Company, be and is hereby appointed as a director of the Company liable to retire by rotation.

11. APPOINTMENT OF MR. A S R MURTHY AS A WHOLE TIME DIRECTOR OF THE COMPANY:

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

“RESOLVED FURTHER that pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof), read with Schedule V of the Companies Act, 2013 and pursuant to Articles of Association of the Company, the consent of the members be and is hereby accorded to appoint Mr. A S R Murthy (DIN: 02699745) as Whole-time Director of the Company, for a period of 3 years

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commencing from 01.04.2015 on the remuneration, terms and conditions as recommended by the nomination and remuneration committee and as set out in the explanatory statement annexed to the notice.”

“**RESOLVED FURTHER** that the Board of Directors be and is hereby authorized to alter or vary the scope of remuneration of Mr. A S R Murthy, Whole-time Director, including the monetary value thereof, to the extent recommended by the nomination and remuneration committee from time to time as may be considered appropriate, subject to the overall limits specified by this resolution in terms of Schedule V of the Companies Act, 2013.

“**RESOLVED FURTHER** that any one of the Directors of the Company be and is hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

12. AMENDMENT OF ARTICLES OF ASSOCIATION OF THE COMPANY:

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

“**RESOLVED THAT** pursuant to provisions of Section 5 read with Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the new draft Articles as contained in the Articles of Association submitted be and are hereby approved and adopted in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), and the Company Secretary of the Company, be and are hereby severally authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

For and on behalf of the Board
For Abhishek Infraventures Limited

Place: Hyderabad
Date: 15.05.2015

Sd/-
K. Omprakash
Whole-Time Director
(DIN: 03125398)

Sd/-
A S R Murthy
Whole-time Director
(DIN: 02699745)

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NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of Proxy in order to be effective shall be deposited at the Corporate Office of the Company by not less than 48 hours before the commencement of the Meeting.

Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in 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, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 27.07.2015 to 31.07.2015 (Both days inclusive).
3. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
4. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
5. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
6. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
7. In case of joint holders attending the Meeting, only such joint holders who

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are higher in the order of names will be entitled to vote.

8. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the members.
9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Aarthi Consultants Private Limited.)
10. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
11. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to **M/s. Aarthi Consultants Private Limited.**, Share Transfer Agents of the Company for their doing the needful.
12. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
13. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, Demat / Remat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
14. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.

15. Electronic copy of the Annual Report for 2014-2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-2015 is being sent in the permitted mode.
16. Members may also note that the Notice of the 31st Annual General Meeting and the Annual Report for 2014-2015 will also be available on the Company's website www.abhishekinfra.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : investorgrievances@abhiinfraventures.com.

17. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The instructions for e-voting are as under:

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab to cast your votes.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID- For CDSL: 16 digits beneficiary ID followed by 8 Digits Client ID, Members holding shares in Physical form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and click on login.
- (v) If you are holding shares in Demat form and have already voted earlier on www.evotingindia.co.in for a voting of any Company, then your existing login id and password are to be used. If you are a first time user follow the steps given below.

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(vi) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For CDSL: 16 digits beneficiary ID For NSDL: 8 Character DP ID followed by 8 Digits Client ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

* 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 sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Mohan with sequence number 1 then enter MO00000001 in the PAN Field.

please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id/folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly the EVSN 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. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character(@ # \$ %& *). Kindly note that this password is also to be 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

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person and take utmost care to keep your password confidential. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.

- (ix) Click on the relevant EVSN on which you choose to vote.
 - (x) 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.
 - (xi) Click on the “Resolutions File Link” if you wish to view the entire Resolutions
 - (xii) 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.
 - (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xiv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xv) 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.
 - (II) In case of members receiving the Physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:
 - (A) Please follow all steps from sl. no. (ii) to sl. no. (xv) above, to cast vote.
 - (B) Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and POA in favour of the Custodian who they have authorized to vote on their behalf, in PDF format in the system for the scrutinizer to verify the vote.
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- (C) The voting period begins on 27.07.2015 at 9.00 A.M. and ends on 30.07.2015 at 5.00.P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 25.07.2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (D) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- (xvi). Mr. Vivek Surana, Practicing Company Secretary, bearing C.P. Number 12901 has been appointed as the Scrutinizer to scrutinize the e-voting process.
- (xvii). 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 favour or against, if any, forthwith to the Chairman of the Company.
- (xviii). The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.abhishekinfra.co.in and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Ahmedabad Stock Exchange Limited.

For and on behalf of the Board
For Abhishek Infraventures Limited

Place: Hyderabad
Date: 15.05.2015

Sd/-
K. Omprakash
Whole-Time Director
(DIN: 03125398)

Sd/-
A S R Murthy
Whole-time Director
(DIN: 02699745)

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EXPLANATORY STATEMENT [Pursuant to Section 102 of the Companies Act, 2013]

Item No s. 4, 5, 6 &7:

Mr. Venkataramana Sanapala, Mr. Kachipuram Srikanth, Mr. Varra Chinnapu Reddy and Ms. Burugu Srilatha were appointed as Additional Directors on 27.03.2015, in terms of Section 161 (1) of the Companies Act, 2013, in the category of 'Independent' and are continuing as 'Independent Directors'. In terms of the aforesaid section of the Companies Act, 2013, an Additional Director shall hold office upto the date of the next Annual General Meeting and be eligible for appointment to the office of a director at any General Meeting in terms of Section 160 of the Companies Act, 2013. The Company has received a notice from a member under section 160 of the Companies Act 2013, along with requisite deposit proposing the candidature of Mr. Venkataramana Sanapala, Mr. Kachipuram Srikanth, Mr. Varra Chinnapu Reddy and Mrs. Burugu Srilatha for the office of director under the category of Independent Director.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made thereunder and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Venkataramana Sanapala, Mr. Kachipuram Srikanth, Mr. Varra Chinnapu Reddy and Mrs. Burugu Srilatha as 'Independent Directors' and pass the resolution set out at Item No. 4, 5, 6 and 7. The appointment of Mr. Venkataramana Sanapala, Mr. Kachipuram Srikanth, Mr. Varra Chinnapu Reddy and Mrs. Burugu Srilatha is required to be in compliance with the provisions of Section 160 of the Companies Act, 2013.

Mr. Venkataramana Sanapala, Mr. Kachipuram Srikanth, Mr. Varra Chinnapu Reddy and Mrs. Burugu Srilatha have confirmed compliance with the criteria of Independence as provided under Section 149 (6) of the Act. The Board is of the opinion that their continued association with the Company would be of benefit to the Company. Further, in the opinion of the Board Mr. Venkataramana Sanapala, Mr. Kachipuram Srikanth, Mr. Varra Chinnapu Reddy and Mrs. Burugu Srilatha fulfil the conditions specified in the Companies Act, 2013 and the Rules made thereunder, and they are independent of the Management.

The Board recommends the Ordinary Resolution as set out at item no. 4, 5, 6 & 7 for approval of the Members.

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None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors, Mr. Venkataramana Sanapala, Mr. Kachipuram Srikanth, Mr. Varra Chinnapu Reddy and Mrs. Burugu Srilatha are concerned or interested, financially or otherwise, in their respective Resolutions.

Item Nos. 8 & 9:

The members may note that Mr. Omprakash Kovuri (DIN 03125398) was inducted into Board as Additional Director of the company, with effect from 01.12.2014 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from member of the company along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

Further the Board of Directors at their meeting held on 27.03.2015 have, subject to the approval of the Shareholders, appointed Mr. Omprakash Kovuri (DIN 03125398) as Whole-time Director of the Company with effect from 01.04.2015 for a period of 3 years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights. Taking into consideration the duties and responsibilities of the Whole-time Director, the prevailing managerial remuneration in industry and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 27.03.2015 approved the remuneration, terms and conditions of the re-appointment of K. Omprakash, subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions.

1. Period of appointment: Three years beginning from 01.04.2015 and ending on 31.03.2018.
2. The appointment may be terminated by either party by giving one months' notice in writing of such termination or as may be mutually agreed between the parties.
3. Mr. K. Omprakash shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

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Having regard to the knowledge of Mr. K. Omprakash and considering the recommendations of Nomination & Remuneration committee, the Board accorded its approval at the meeting held on 27th March, 2015 subject to the approval of shareholders of the Company, the Nomination & Remuneration committee had approved the remuneration payable to Mr. K. Omprakash by passing the necessary resolution in its meeting held on 27th March, 2015 in terms of Schedule V to the Companies Act, 2013.

It is therefore, proposed that the remuneration as mentioned in the resolution to Mr. K. Omprakash as prescribed under Section 197 read with Schedule V to the Companies Act, 2013, be approved by the shareholders of the company at the forthcoming Annual General Meeting.

Hence, the Board recommends the resolution for your approval.

Except Mr. K. Omprakash, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 8 & 9.

Item No. 10 & 11:

The members may note that Mr. A S R Murthy (DIN 02699745) was inducted into Board as Additional Director of the company, with effect from 27.03.2015 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and holds the office as such up to the date of ensuing Annual General Meeting. The company has received notice in writing from member of the company along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

Further the Board of Directors at their meeting held on 27.03.2015 have, subject to the approval of the Shareholders, appointed Mr. A S R Murthy (DIN 02699745) as Whole-time Director of the Company with effect from 01.04.2015 for a period of 3 years on the remuneration, terms and conditions recommended by the nomination and remuneration committee as set out herein.

The Board is of the opinion that his services should continue to be available to the Company to achieve still greater heights. Taking into consideration the duties and responsibilities of the Whole-time Director, the prevailing managerial remuneration in industry and on the recommendation of the nomination and remuneration committee, the Board at their meeting held on 27.03.2015 approved the remuneration, terms and conditions of the re-

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appointment of K. Omprakash, subject to approval of the shareholders on remuneration including minimum remuneration and on terms and conditions.

1. Period of appointment: Three years beginning from 01.04.2015 and ending on 31.03.2018.
2. The appointment may be terminated by either party by giving one months' notice in writing of such termination or as may be mutually agreed between the parties.
3. Mr. A S R Murthy shall perform such duties as shall from time to time be entrusted to him by the Board of Directors, subject to superintendence, guidance and control of the Board of Directors.

Having regard to the knowledge of Mr. A S R Murthy and considering the recommendations of Nomination & Remuneration committee, the Board accorded its approval at the meeting held on 27th March, 2015 subject to the approval of shareholders of the Company, the Nomination & Remuneration committee had approved the remuneration payable to Mr. A S R Murthy by passing the necessary resolution in its meeting held on 27th March, 2015 in terms of Schedule V to the Companies Act, 2013.

It is therefore, proposed that the remuneration as mentioned in the resolution to Mr. A S R Murthy as prescribed under Section 197 read with Schedule V to the Companies Act, 2013, be approved by the shareholders of the company at the forthcoming Annual General Meeting.

Hence, the Board recommends the resolution for your approval.

Except Mr. A S R Murthy, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 & 11.

Item No. 12:

The Articles of Association of the Company ("Articles") as currently in force was adopted pursuant to the provisions under the Companies Act, 1956. The Companies Act, 1956 has been superseded by the Companies Act, 2013. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association is hence to be amended to align the extant Articles with the provisions of the Companies Act, 2013 and rules thereunder.

Salient aspects of the proposed amended Articles:

Under the proposed amended Articles, salient aspects of sections of Table-F of Schedule I to the Companies Act, 2013 which sets out the model articles of association for a Company limited by shares have been adopted. As

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mentioned in the previous para, changes that are required to be carried out pursuant to the Companies Act, 2013 and rules thereunder coming into force have been duly carried out. A copy of the amended proposed Articles is enclosed to this Notice for consideration / approval of the Members.

The resolutions as set out in item no. 12 have been recommended by the Board of Directors for approval of the Members by special resolution.

The proposed new draft of Articles of Association is also available for inspection by the Members at the Registered Office of the Company on any working day excluding public holidays and Sunday from the date here upto 15th May, 2015.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way are concerned or interested, financially or otherwise, in the Special Resolution set out at item No. 12 of the Notice.

For and on behalf of the Board
For Abhishek Infraventures Limited

Place: Hyderabad
Date: 15.05.2015

Sd/-
K. Omprakash
Whole-Time Director
(DIN: 03125398)

Sd/-
A S R Murthy
Whole-time Director
(DIN: 02699745)

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BOARD'S REPORT

To the Members,

The Directors have pleasure in presenting before you the Annual Report of the Company together with the Audited Statements of Accounts for the year ended 31st March, 2015.

1. FINANCIAL SUMMARY/HIGHLIGHTS, OPERATIONS,

STATE OF AFFAIRS:

(in Rs.)

Particular	2014-2015	2013-2014
Gross Income	2,44,86,601	5,47,47,590
Profit Before Interest and Depreciation	7,33,098	3,14,748
Finance Charges	-	-
Gross Profit	7,33,098	3,14,748
Provision for Depreciation	911	1,073
Net Profit Before Tax	7,33,098	3,14,748
Provision for Tax	2,27,105	1,01,406
Net Profit After Tax	5,05,993	2,13,342

During the year under review, the Company has recorded an income of Rs. 2,44,86,601 and the profit of Rs. 5,05,993 in financial year 31.03.2015 as against the income of Rs. 5,47,47,590 and net profit of Rs. 2,13,342 in the previous financial year ending 31.03.2014.

2. EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS:

The Company is under the process of shifting of its registered office from the present address to State of Telangana and has filed forms with the ROC.

3. CHANGE IN THE NATURE OF BUSINESS, IF ANY:

During the period under review and the date of Board's Report there was no change in the nature of Business.

4. DIVIDEND:

Your Directors have not recommended dividend for the year.

5. BOARD MEETINGS:

The Board of Directors met 8 times respectively on 30.05.2014, 08.08.2014, 25.08.2014, 14.11.2014, 27.12.2014, 29.01.2015, 14.02.2015 and 27.03.2015 during this financial year.

6. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

During the year, Mr. Omprakash Kovuri was appointed as an Additional Director of the Company w.e.f. 01.12.2014, Mr. Venkataramana Sanapala Reddy, Mr. Kachipuram Srikanth, Mr. Varra Chinnapu Reddy, Mrs. Burugu Srilatha and Mr. Ramachandra Murthy Adiraju were appointed as Additional Directors of the Company w.e.f. 27.03.2015.

Mr. Narendra Yadagiri Vila, Mr. Kathirvel Kasthuri, Mr. Narendra Yadagiri Vila, Ms. Sneha Bindra and Mr. Naveen Bellam Konda resigned from the office of Directorship citing personal reasons during the year. The Board places on record its sincere appreciation for the valuable services rendered by them during their tenure as directors of the Company.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is consistent with the Companies Act, 2013 and the amended Listing Agreement. With the changes in the Companies Act, the Company would not have the upper age limit of retirement of Independent Directors from the Board and their appointment will be governed by the provisions of Companies Act, 2013. In line with the requirements of the Companies Act, 2013, it is therefore proposed to appoint the Independent Directors on the Board of the Company for a term up to five consecutive years. A brief profile of proposed Independent Directors, including nature of their expertise, is provided in this Annual Report.

Notices have been received from Member proposing candidature of the Directors namely Mr. Venkataramana Sanapala, Mr. Kachipuram Srikanth, Mr. Varra Chinnapu Reddy and Mrs. Burugu Srilatha for the office of Independent Directors of the Company. In the opinion of the Board, they fulfil the conditions specified in the Companies Act, 2013 and the Rules made there under for appointment as Independent Directors of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of their appointment, is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company www.abhishekinfra.co.in

In accordance with the Companies Act, 2013 read with Articles of Association of the company the Director, namely Mr. G. Madhusudhana retires by rotation and being eligible, offers himself for re-appointment at this ensuing Annual

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General Meeting. Your Directors recommend his re-appointment.

During the year, Mr. Ramachandra Murthy Adiraju was appointed as CFO of the Company w.e.f. 27.03.2015.

POLICY FOR SELECTION OF DIRECTORS AND DETERMINING DIRECTORS' INDEPENDENCE

1. Scope:

This policy sets out the guiding principles for the Nomination & Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent Directors of the Company.

2. Terms and References:

- 2.1 **“Director”** means a director appointed to the Board of a Company.
- 2.2 **“Nomination and Remuneration Committee** means the committee constituted in accordance with the provisions of Section 178 of the Companies Act, 2013 and clause 49 of the Equity Listing Agreement.
- 2.3 **“Independent Director”** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Clause 49(II)(B) of the Equity Listing Agreement.

3. Policy:

Qualifications and criteria

- 3.1.1 The Nomination and Remuneration Committee, and the Board, shall review on annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a board with diverse background and experience that are relevant for the Company's operations.
- 3.1.2 In evaluating the suitability of individual Board member the HRNR Committee may take into account factors, such as:
- General understanding of the company's business dynamics, global business and social perspective;
 - Educational and professional background

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- Standing in the profession;
 - Personal and professional ethics, integrity and values;
 - Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.
- 3.1.3 The proposed appointee shall also fulfill the following requirements:
- shall possess a Director Identification Number;
 - shall not be disqualified under the companies Act, 2013;
 - shall Endeavour to attend all Board Meeting and Wherever he is appointed as a Committee Member, the Committee Meeting;
 - shall abide by the code of Conduct established by the company for Directors and senior Management personnel;
 - shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
 - Such other requirements as may be prescribed, from time to time, under the companies Act, 2013, Equity listing Agreements and other relevant laws.
- 3.1.4 The Nomination & Remuneration Committee shall evaluate each individual with the objective of having a group that best enables the success of the company's business.
- 3.2 **criteria of independence**
- 3.2.1 The Nomination & Remuneration Committee shall assess the independence of Directors at time of appointment/ re-appointment and the Board shall assess the same annually. The Board shall re-assess determinations of independence when any new interest or relationships are disclosed by a Director.
- 3.2.2 The criteria of independence, as laid down in companies Act, 2013 and Clause 49 of the Equity Listing Agreement, is as below:
- An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director-
- a. Who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
 - b. (i) who is or was not a promoters of the company or its holding, subsidiary or associate company;
 - (ii) Who is not related to promoters or directors the company its
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- holding, subsidiary or associate company
- c. Who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or director, during the two immediately preceding financial year or during the current financial year;
- d. None of whose relative has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial year or during the current finance year;
- e. Who, neither himself nor any of his relative-
- (i) Holds or has held the position of a key managerial personnel or is or has been employee of the or associate company in any of the three financial years immediately preceding the finance year in which he is proposed to be appointed;
- (ii) Is or has been an employee or proprietor or a partner, in any of the three financial year immediately preceding the finance year in which he is proposed to be appointed of-
- (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
- (B) any legal or a consulting firm that has or had any transaction with the company, its holding subsidiary or associate company amounting to ten per cent or more of the gross turnover of more of the gross turnover of such firm;
- (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
- (iv) is a chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipt from the company any of its promoters , directors or its holding subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
- (v) is a material supplier, service provider or customer or a lessor or lessee of the company.
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- f. Shall possess appropriate skills experience and knowledge in one or more field of finance , law management, sales, marketing administration, research, corporate governance, technical operations, corporate social responsibility or this disciplines related to the company's business.
 - g. Shall possess such other qualifications as may be prescribed from time to time, under the companies Act, 2013.
 - h. Who is not less than 21 years of age
- 3.2.3 The independent Director shall abide by the “code for independent Directors “as specified in Schedule IV to the Companies Act, 2013.
- 3.3 other directorships/ committee memberships
- 3.3.1 The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as director of the company. The Nomination & Remuneration Committee shall take into account the nature of , and the time involved in a director service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- 3.3.2 A Director shall not serve as director in more than 20 companies of which not more than 10 shall be public limited companies.
- 3.3.3 A Director shall not serve an indecent Director in more than 7 listed companies and not more than 3 listed companies in case he is serving as a whole-time Director in any listed company.
- 3.3.4 A Director shall not be a member in more than 10 committee or act chairman of more than 5 committee across all companies in which he holds directorships.

For the purpose of considering the limit of the committee, Audit committee and stakeholder's relationship committee of all public limited companies, whether listed or not, shall be included and all other companies including private limited companies, foreign companies and companies under section 8 of the companies Act, 2013 shall be excluded.

Remuneration policy for Directors, key managerial personnel and other employees

1. **Scope:**

- 1.1 This policy sets out the guiding principles for the Nomination and Remuneration committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the company.

2. **Terms and Reference:**

In this policy the following terms shall have the following meanings:

- 2.1 **“Director”** means directors appointed to the Board of the company.
- 2.2 **“key managerial personnel”** means
- (i) The Chief Executive Officer or the managing director or the manager;
 - (ii) The company secretary;
 - (iii) The whole-time director;
 - (iv) The Chief Financial Officer; and
 - (v) Such other office as may be prescribed under the companies Act, 2013
- 2.3 **“Nomination and Remuneration committee”** means the committee constituted by Board in accordance with the provisions of section 178 of the companies Act, 2013 and clause 49 of the Equity Listing Agreement.

3. **Policy:**

- 3.1 Remuneration to Executive Director and key managerial personnel
- 3.1.1 The Board on the recommendation of the Nomination and Remuneration (NR) committee shall review and approve the remuneration payable to the Executive Director of the company within the overall approved by the shareholders.
- 3.1.2 The Board on the recommendation of the Nomination & Remuneration committee shall also review and approve the remuneration payable to the key managerial personnel of the company.

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- 3.1.3 The remuneration structure to the Executive Director and key managerial personnel shall include the following components:
- (i) Basic pay
 - (ii) Perquisites and Allowances
 - (iii) Stock Options
 - (iv) Commission (Applicable in case of Executive Directors)
 - (v) Retrial benefits
 - (vi) Annual performance Bonus

- 3.1.4 The Annual plan and Objectives for Executive committee shall be reviewed by the HRNR committee and Annual performance Bonus will be approved by the committee based on the achievement against the Annual plan and Objectives.

3.2 Remuneration to Non – Executive Directors

- 3.2.1 The Board, on the recommendation of the Nomination & Remuneration Committee, shall review and approve the remuneration payable to the Non – Executive Directors of the Company within the overall limits approved by the shareholders.

- 3.2.2 Non – Executive Directors shall be entitled to sitting fees attending the meetings of the Board and the Committees thereof.

3.3 Remuneration to other employees

- 3.3.1. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.

7. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received necessary declaration from Mr. Venkataramana Sanapala, Mr. Kachipuram Srikanth, Mr. Varra Chinnapu Reddy and Mrs. Burugu Srilatha the Independent Directors of the Company, under Section 149(7) of the Companies Act, 2013 that the Independent Directors of the Company meet with the criteria of their Independence laid down in Section 149(6). (FormatAnnexure II)

8. COMPOSITION OF AUDIT COMMITTEE:

- I) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 177 of the Companies Act, 2013.
- II) The terms of reference of the Audit Committee include a review of the following:
- Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
 - Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
 - Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
 - Reviewing with management the annual financial statements before submission to the Board, focusing on:
 1. Any changes in accounting policies and practices;
 2. Qualification in draft audit report;
 3. Significant adjustments arising out of audit;
 4. The going concern concept;
 5. Compliance with accounting standards;
 6. Compliance with stock exchange and legal requirements concerning financial statements and
 7. Any related party transactions
 - Reviewing the company's financial and risk management's policies.
 - Disclosure of contingent liabilities.
 - Reviewing with management, external and internal auditors, the adequacy of internal control systems.
 - Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
 - Discussion with internal auditors of any significant findings and follow-up thereon.
 - Reviewing the findings of any internal investigations by the internal

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auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.

- Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
- Reviewing compliances as regards the Company's Whistle Blower Policy.

III) The previous Annual General Meeting of the Company was held on 22.09.2014 and Chairman of the Audit Committee, attended previous AGM.

IV) The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

The Company has complied with all the requirements of Clause 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2014-2015, (4) four meetings of the Audit Committee were held on the 30.05.2014, 07.08.2014, 14.11.2014 and 14.02.2015.

The details of the composition of the Committee and attendance of

Name	Designation	Category	No. of meetings held	No. of meetings attended
#Mr. V Narendra	Chairman	NED (I)	4	4
*Mr. Venkataramana Sanapala	Member	NED (I)	1	1
*Mr. Varra Chinnapureddy	Member	NED (I)	1	1
^Mrs. Sneha Bindra	Member	NED (I)	4	4
#Mr. K Kasthuri	Member	ED (Professional)	4	4
* Mr. Kachipuram Srikanth	Chairman	NED (I)	1	1

Resigned w.e.f. 27.03.2015

^ Resigned w.e.f. 29.01.2015

* Appointed w.e.f. 27.03.2015

NED (I): *Non Executive Independent Director*

Terms of reference:

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The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered, individual performance etc.

None of the Director is drawing any Commission, Perquisites, Retirement benefits etc

VI. STAKEHOLDERS RELATIONSHIP COMMITTEE

A.) Composition, meetings and the attendance during the year:

The Details of composition of the Committee are given below:

Name	Designation	Category
#Mr. V Narendra	Chairman	Chairman
^Mrs. Sneha Bindra	Member	Member
^Mr. Naveen Bellam Konda	Member	Member
*Mr. Venkataramana Sanapala	Member	Member
* Mr. Kachipuram Srikanth	Member	Member
*Mr. Varra Chinnapu Reddy	Chairman	Chairman

Resigned w.e.f. 27.03.2015

^ Resigned w.e.f. 29.01.2015

*** Appointed w.e.f. 14.02.2014**

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NED (I) : Non Executive Independent Director

B.) Powers:

The Committee has been delegated with the following powers:

- to redress shareholder and investor complaints relating to transfer of shares, Dematerialization of Shares, non-receipt of Annual Reports, non-receipt of declared dividend and other allied complaints.
- to approve, transfer, transmission, and issue of duplicate / fresh share certificate(s)
- Consolidate and sub-division of share certificates etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc., received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and Share Transfer Agents, who process share transfers within a week of lodgement in the case of shares held in physical form.

The Board has designated Ms. Safruna Panjwani, Company Secretary of the Company as the Compliance Officer.

The Company has designated an exclusive e-mail ID called abhiinfraventures@gmail.com for redressal of shareholders' complaints/grievances.

VII. RISK MANAGEMENT COMMITTEE

A.) Composition:

The Details of composition of the Committee are given below:

Name	Designation	Category
Mr. Kachipuram Srikanth	Chairperson	NED(1)
Mr. Varra Chinnapu Reddy	Member	NED(1)
Mr. ASR Murthy	Member	ED

NED (I) : Non Executive Independent Director

ED : Executive Director

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Role and Responsibilities of the Committee includes the following:

- Framing of Risk Management Plan and Policy
- Overseeing implementation of Risk Management Plan and Policy
- Monitoring of Risk Management Plan and Policy
- Validating the process of risk management
- Validating the procedure for Risk minimisation.
- Periodically reviewing and evaluating the Risk Management Policy and practices with respect to risk assessment and risk management processes.
- Continually obtaining reasonable assurance from management that all known and emerging risks have been identified and mitigated or managed.

9. VIGIL MECHANISM:

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 and as per Clause 49 of the Listing Agreement. The same has been placed on the website of the Company www.abhishekinfra.co.in

10. DIRECTOR'S RESPONSIBILITY STATEMENT:

In pursuance of section 134 (5) of the Companies Act, 2013, the Directors hereby confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;

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- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) 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.
- (f) 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.

11. STATUTORY COMPLIANCE:

The Company has complied with the required provisions relating to statutory compliance with regard to the affairs of the Company in all respects.

12. UN PAID / UN CLAIMED DIVIDEND:

The Company does not have any unpaid / unclaimed dividend.

13. INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

There is no subsidiary / Joint Venture / Associate Company.

14. EXTRACT OF ANNUAL RETURN:

As required pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an extract of annual return in MGT 9 as a part of this Annual Report (FORMAT IN ANNEXURE I)

15. STATUTORY AUDITORS:

During the year the auditor M/s P.P. Raju & Co., Chartered Accountants, Hyderabad, have resigned w.e.f. 27.12.2014 and the casual vacancy was filled by appointing M/s. M M Reddy & Co., Chartered Accountants, Hyderabad who gave their consent to hold the office till the ensuing

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Annual General Meeting.

The Auditors, M/s M M Reddy & Co., Chartered Accountants, Hyderabad, retire as Statutory Auditors of the Company to hold the office from the conclusion of this meeting till the conclusion of the next Annual General Meeting at remuneration as may be fixed by the Board of Directors of the Company.

16. INTERNAL AUDIT:

M/s. Chanamolu & Co., Chartered Accountants, Hyderabad are the internal Auditors of the Company.

17. SECRETARIAL AUDIT:

Pursuant to the provisions of Section 134(3)(f) & Section 204 of the Companies Act, 2013, Secretarial audit report as provided by Mr. Vivek Surana, Practicing Company Secretary is annexed to this Report as annexure.

18. QUALIFICATIONS IN AUDIT REPORTS:

(a) Statutory Auditors Report:

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2015 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the existing system and procedures to meet all kinds of challenges and growth in the market expected in view of the robust capital market in the coming years.

(b) Secretarial Audit Report:

As per the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the Board had appointed Vivek Surana, Practicing Company Secretary as Secretarial Auditor to conduct Secretarial audit of the Company for the financial year ended on March 31, 2015. Secretarial Audit Report issued by Vivek Surana, Practicing Company Secretary in form MR-3 is enclosed herewith.

Secretarial auditors have observed that, there is no Company Secretary appointed and the internal auditors were appointed by a delay of one month.

The Company is in the process of identifying a suitable candidate to be appointed as a Company Secretary in the Company.

19. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE OUTGO:

The required information as per Sec.134 of the Companies Act 2013 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- | | | |
|---|---|-----|
| 1. Research and Development (R&D) | : | NIL |
| 2. Technology absorption, adoption and innovation | : | NIL |

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings	:	NIL
Foreign Exchange Outgo	:	NIL

20. DETAILS RELATING TO DEPOSITS, COVERING THE FOLLOWING:

Your Company has not accepted any deposits falling within the meaning of Sec. 73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

21. SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS:

During the period under review there were no significant and material orders passed by the regulators or Courts or Tribunals impacting the going concern status and the company's operations in future.

22. DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

During the period under review the Company has maintained adequate Internal Financial Controls with reference to the Financial Statements.

23. INSURANCE:

The properties and assets of your Company are adequately insured.

ABHISHEK INFRAVENTURES LIMITED

24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The Company has not given guarantee for loans taken by others from banks or financial institutions during the year.

Secured Loans	:	Nil
Current Investments	:	14,00,000

25. CREDIT & GUARANTEE FACILITIES:

The Company has not given guarantee for loans taken by others from banks or financial institutions during the year.

26. RISK MANAGEMENT POLICY:

Statement indicating development and implementation of Risk Management Policy including identification of elements of risk in the opinion of the Board that may threaten the existence of the company

27. CORPORATE SOCIAL RESPONSIBILITY POLICY:

Since your Company does not has the net worth of Rs. 500 Crore or more, or turnover of Rs. 1000 Crore or more, or a net profit of Rs. 5 Crore or more during the financial year, so section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility is not applicable to the Company and hence the Company need not adopt any Corporate Social Responsibility Policy.

28. RELATED PARTY TRANSACTIONS:

There are no related party transactions during the year.

29. FORMAL ANNUAL EVALUATION:

Statement about the manner in which the formal evaluation made by the Board of its own performance and that of its committees and individual Directors.

30. DISCLOSURE ABOUT COST AUDIT:

Cost Audit is not applicable to your Company.

31. RATIO OF REMUNERATION TO EACH DIRECTOR:

No remuneration has been given to any of the directors during the financial year 2014-15.

32. LISTING WITH STOCK EXCHANGES:

The Company confirms that it has paid the Annual Listing Fees for the year 2015-2016 to Ahmedabad Stock Exchange where the Company's Shares are listed.

33. CORPORATE GOVERNANCE AND SHAREHOLDERS INFORMATION:

Since the paid up capital of the Company is less than 10 Crores and Net worth of the Company is less than 25Crores, hence Corporate Governance is Not Applicable.

Certificate from the Statutory Auditors of the company confirming the compliance with the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement is attached to this report.

34. INDUSTRY BASED DISCLOSURES AS MANDATED BY THE RESPECTIVE LAWS GOVERNING THE COMPANY

The Company is not a NBFC, Housing Company etc., and hence Industry based disclosures is not required.

35. SECRETARIAL STANDARDS

EVENT BASED DISCLOSURES

1. Issue of sweat equity share: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock option scheme: NA
4. Disclosure on purchase by company or giving of loans by it for purchase of its shares: NA
5. Buy back shares: NA
6. Disclosure about revision: NA
7. Preferential Allotment of Shares

Pursuant to sections 42 and 62(1)(c) of the Companies Act, 2013 and all other applicable provisions, the Company has issued 30,00,000 Equity Shares on Preferential basis to the Promoters and the others in the Extra ordinary general meeting held on 23.01.2015.

36. EMPLOYEE RELATIONS:

Your Directors are pleased to record their sincere appreciation of the contribution by the staff at all levels in the improved performance of the Company.

None of the employees is drawing Rs. 5,00,000/- and above per month or Rs.60,00,000/- and above in aggregate per annum, the limits prescribed under Section 134 of the Companies Act, 2013.

37. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaint Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

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

38. ACKNOWLEDGEMENTS:

Your directors would like to express their grateful appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

ABHISHEK INFRAVENTURES LIMITED

DECLARATION BY DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:

The shareholders

I, K. Omprakash, Whole-Time Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the company and have adhered to the provisions of the same.

For and on behalf of the Board
For Abhishek Infraventures Limited

Place: Hyderabad
Date: 15.05.2015

Sd/-
K. Omprakash
Whole-Time Director
(DIN: 03125398)

Sd/-
A S R Murthy
Whole-time Director
(DIN: 02699745)

ABHISHEK INFRAVENTURES LIMITED

ANNEXURE INDEX

1.	Annual Return Extracts in MGT 9	Annexure I
2.	Format of declaration by Independent Director	Annexure II
3.	Secretarial Audit Report	Annexure III

ABHISHEK INFRAVENTURES LIMITED

Annexure I

MGT 9

Extract of Annual Return as on the Financial Year 31.03.2015

[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					
i.	CIN	L45204DL1984PLC018802			
ii.	Registration Date	27.07.1984			
iii.	Name of the Company	Abhishek Infraventures Limited			
iv.	Category / Sub-Category of the Company	Company limited by shares/ Non-Government Company			
v.	Address of the Registered office and contact details	701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110 001			
vi.	Whether listed company Yes / No	Yes			
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Aarthi Consultants Private Limited 1-2-285, Domalguda Hyderabad – 500029 Tel No.: 04027638111/27634445			
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:					
All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-					
Sl. No.	Name and Description of main products /services	NIC Code of the Product / service	% to total turnover of the company		
1.	Construction and project related activity	9953	95.34%		
III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:-					
There is no Holding, Subsidiary and Associate Companies					
S.No	Name and Address of the Company	CIN/GLN	Holding/Subsidiary /Associate	% of shares held	Applicable Section
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

ABHISHEK INFRAVENTURES LIMITED

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)									
<i>j) Category-wise Share Holding:-</i>									
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	
A. Promoters									
(1) Indian									
Individual/ HUF	73900	0	73900	29.68	963200	0	963200	29.65	0.03
Central Govt	0	0	0	0	0	0	0	0	0
State Govt (s)	0	0	0	0	0	0	0	0	0
Bodies Corp.	0	0	0	0	0	0	0	0	0
Banks / FI	0	0	0	0	0	0	0	0	0
Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1) :-	73900	0	73900	29.68	963200	0	963200	29.65	0.03
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
b) Other – Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks / FI	0	0	0	0	0	0	0	0	0
e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	73900	0	73900	29.68	963200	0	963200	29.65	0.03
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0

ABHISHEK INFRAVENTURES LIMITED

f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
2. Non Institutions									
a) Bodies Corp.	0	0	0	0	0	0	0	0	0
i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	96050	11100	107150	43.03	99250	11100	110350	3.40	39.63
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	67950	0	67950	27.29	217550	0	217550	66.95	39.66
c) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(2):- Total Public Shareholding (B)=(B)(1)+(B)(2)	164000	11100	175100	70.32	2274700	11100	2285800	70.35	87.32
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	210400	38600	249000	100	3237900	11100	3249000	100	

ABHISHEK INFRAVENTURES LIMITED

(ii) Shareholding of Promoters								
Sl. No	Shareholder's Name	No. of Shares held at the beginning of the year*			No. of Shares held at the end of the year#			%Change 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.	G. Madhusudhana	32200	12.93	-	2200	0.07	-	12.86
2.	M. Lakshmi Madhu	10500	4.22	-	500	0.02	-	4.20
3.	Vidhya Rajesh	10000	4.02	-	500	0.02	-	4
4.	Peeyush K Agarwal	1200	0.48	-	-	-	-	0.48
5.	ASR Murthy	-	-	-	44000	13.54	-	13.54
6.	K Omprakash	20000	8.03	-	52000	16.00	-	7.97

***Total no of shares at the beginning of the year 2,49,000**

total no of shares at the end of the year 32,49,000

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Date wise Increase / Decrease in Promoters Share Holding during the Year specifying	Reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	No. of shares	% of total shares of the company	Cumulative Share holding during the year	
					No. of shares	% of total shares of the company
	At the beginning of the year	-	73900	29.68	73900	29.68
	29.01.2015 (Increase)	Preferential allotment	889300	-	963200	29.65
	At the End of the year	-	963200	29.65	-	-

The company allotted 30,00,000 equity shares through Preferential allotment as on 29.01.2015. Therefore, the issued paid up capital of the company as on 31.03.2015 comprise of 32,49,000 equity shares.

ABHISHEK INFRAVENTURES LIMITED

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

Sl. No.		Shareholding at the beginning of the year		Cumulative Share holding at the end of the year	
		No. of Shares	% of total shares of The company	No. of Shares	% of total shares of the company
	For each of the top 10 shareholders				
	Pasupulati Vamsi Kishore#	11,700	4.69	-	-
	Pavan Kumar Pasupulati#	11,700	4.69	-	-
	Chikati Umadevi#	11,300	4.53	-	-
	K Shanmugam#	11,200	4.49	-	-
	Sivaraman A	11,200	4.49	-	-
	Dharmendhara R N	10850	4.35	-	-
	Radha Dara	10,000	4.01	-	-
	Anita V	10,000	4.01	-	-
	Upadrasta Satish Kumar	10,000	4.01	-	-
	Siddha Aruna	10,000	4.01	-	-
	K. Shiva Kumar*	-	-	7,50,000	23.08
	B. Lata*	-	-	3,75,000	11.54
	B. Srikanth*	-	-	3,75,000	11.54
	N. Hima Bindu*	-	-	1,07,500	3.31
	P. Swaroopa*	-	-	1,00,000	3.07
	Josep# - -		1,00,000 3.07		
	S. S. Reddy*	-	-	1,00,000	3.07
	A. Balram*	-	-	1,00,000	3.07
	P. Perraju*	-	-	1,00,000	3.07
	A. Srinivas*	-	-	11,700	0.36

The company allotted 30,00,000 equity shares through Preferential allotment as on 29.01.2015.

Therefore, the issued paid up capital of the company as on 31.03.2015 comprise of 32,49,000 equity shares.

***Not in the list of Top 10 shareholders as on 01.04.2014. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31.03.2015.**

#Ceased to be in the list of Top 10 shareholders as on 31.03.2015. The same has been reflected above since the shareholder was one of the Top 10 shareholder as on 01.04.2014.

ABHISHEK INFRAVENTURES LIMITED

(v) Shareholding of Directors and Key Managerial Personnel:

Cumulative Shareholding during the year						
Sl. No.	Date wise Increase / Decrease in Promoters Share	Reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	holding during the year					
1.	<i>K. Omprakash – Whole-time Director</i>					
	At the beginning of the year		20000	8.03	20000	8.03
	29.01.2015(Increase)	<i>Preferential allotment</i>	500000	7.97	520000	16.00
	At the end of the year		520000	16.00	-	-
2.	<i>A S R Murthy –Whole-time Director</i>					
	At the beginning of the year		-	-	-	-
	29.01.2015(Increase)	<i>Preferential allotment</i>	400000 -		400000 -	
	Increase	<i>Transfer</i>	40000 -		440000 -	
	At the end of the year		440000	13.54 -	-	
3.	<i>G. Madhusudhana – Whole-time Director</i>					
	At the beginning of the year		32200	12.93	32200	12.93
	28.01.2015(Decrease)	<i>Sale of shares</i>	30000	12.86	2200	0.07
	At the end of the year		2200	0.07	-	-

ABHISHEK INFRAVENTURES LIMITED

4.	K. Srikanth - Director	
	At the beginning of the year	<i>NIL</i>
	Date wise Increase / Decrease in Promoters Share	<i>NIL</i>
	holding during the year	
	At the end of the year	<i>NIL</i>
5.	S. Venkataramana - Director	
	At the beginning of the year	<i>NIL</i>
	Date wise Increase / Decrease in Promoters Share	<i>NIL</i>
	holding during the year	
	At the end of the year	<i>NIL</i>
6.	Varra Chinnapureddy - Director	
	At the beginning of the year	<i>NIL</i>
	Date wise Increase / Decrease in Promoters Share	<i>NIL</i>
	holding during the year	
	At the end of the year	

ABHISHEK INFRAVENTURES LIMITED

7.	B. Srilatha-Director	<i>NIL</i>
	At the beginning of the year	<i>NIL</i>
	Date wise Increase / Decrease in Promoters Share	<i>NIL</i>
	holding during the year	
	At the End of the year	<i>NIL</i>

The company allotted 30,00,000 equity shares through Preferential allotment as on 29.01.2015. Therefore, the issued paid up capital of the company as on 31.03.2015 comprise of 32,49,000 equity shares.

V. INDEBTEDNESS

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

Indebtedness at the beginning of the financial year	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Principal Amount				
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)				
Change in Indebtedness during the financial year	-	-	-	-
Addition				
Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	-	-	-	-

ABHISHEK INFRAVENTURES LIMITED

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL						
<i>A. Remuneration to Managing Director, Whole-time Directors and/or Manager:</i>						
Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
1.	Gross salary	-	-	-	-	-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-	-	-
5.	Others, please specify	-	-	-	-	-
6.	Total (A)	-	-	-	-	-
7.	Ceiling as per the Act	-	-	-	-	-
<i>B. Remuneration to other directors:</i>						
Sl. no.	Particulars of Remuneration	Name of Director				Total Amount
1.	Independent Directors					
	(a) Fee for attending board / committee meetings	-				-
	(b) Commission	-				-
	(c) Others, please specify	-				-
	Total (1)	-				-
2.	Other Non-Executive Directors					
	(a) Fee for attending board / committee meetings	-				-
	(b) Commission	-				-
	(c) Others, please specify	-				-
	Total (2)	-				-
	Total (B)=(1+2)	-				-
	Total Managerial Remuneration	-				-
	Overall Ceiling as per the Act	-				-

ABHISHEK INFRAVENTURES LIMITED

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD					
Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
6.	Total	-	-	-	-

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties / punishments / compounding of offences for the year ending March 31, 2015.

SPECIMEN DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s. Abhishek Infraventures Limited

Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Date: 25.04.2015
Place: Hyderabad

Yours Faithfully,
Venkataramana Sanapala
(Independent director)

ABHISHEK INFRAVENTURES LIMITED

ANNEXURE II

SPECIMEN DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s. Abhishek Infraventures Limited

Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Date: 25.04.2015
Place: Hyderabad

Yours Faithfully,
Kachipuram Srikanth
(Independent director)

ABHISHEK INFRAVENTURES LIMITED

ANNEXURE II

SPECIMEN DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s. Abhishek Infraventures Limited

Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Date: 25.04.2015
Place: Hyderabad

Yours Faithfully,
Varra Chinnapureddy
(Independent director)

ABHISHEK INFRAVENTURES LIMITED

ANNEXURE II

SPECIMEN DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Board of Directors
M/s Abhishek Infraventures Limited

Dear Sir,

I undertake to comply with the conditions laid down in Sub-clause of Clause 49 read with section 149 and Schedule IV of the Companies Act, 2013 in relation to conditions of independence and in particular:

- (a) I declare that upto the date of this certificate, apart from receiving director's remuneration, I did not have any material pecuniary relationship or transactions with the Company, its promoter, its directors, senior management or its holding Company, its subsidiary and associates as named in the Annexure thereto which may affect my independence as director on the Board of the Company. I further declare that I will not enter into any such relationship/transactions. However, if and when I intend to enter into such relationships/transactions, whether material or non-material I shall keep prior approval of the Board. I agree that I shall cease to be an independent director from the date of entering into such relationship/transaction.
- (b) I declare that I am not related to promoters or persons occupying management positions at the Board level or at one level below the board and also have not been executive of the Company in the immediately preceding three financial years.
- (c) I was not a partner or an executive or was also not partner or executive during the preceding three years, of any of the following:
 - (i) the statutory audit firm or the internal audit firm that is associated with the Company and
 - (ii) the legal firm(s) and consulting firm(s) that have a material association with the company
- (d) I have not been a material suppliers, service provider or customer or lessor or lessee of the company, which may affect independence of the director, and was not a substantial shareholder of the Company i.e., owning two percent or more of the block of voting shares.

Thanking You.

Date: 25.04.2015
Place: Hyderabad

Yours Faithfully,
Burugu Srilatha
(Independent director)

MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2015

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

To
The Members
Abhishek Infraventures Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Abhishek Infraventures 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 my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, on test check basis, during the audit period covering the financial year ended on 31st of March, 2015('Audit period') reasonably 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st of March, 2015 according to the provisions of :

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

ABHISHEK INFRAVENTURES LIMITED

- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;**
- (v) 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;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Stock Exchange(s).

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

ABHISHEK INFRAVENTURES LIMITED

The Company has identified the following laws applicable specifically to the Company:

- (a) Contract Labor (R&A) Act, 1970
- (b) Building and other Constructions Workers (BOCW) Act, 1996

I further report that:

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

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.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the board, as the case may be.

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

I further report

That during the audit period the Company has allotted equity shares on preferential basis. I further report that the Company has no Company Secretary appointed during the audit period and internal auditors were appointed with a delay of one month.

Place: Hyderabad
Date: 15.05.2015

Vivek Surana
Practicing Company Secretary
C.P. No. 12901

ABHISHEK INFRAVENTURES LIMITED

Annexure A

To
The Members of
M/s. Abhishek Infraventures Limited

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
4. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
5. The secretarial Audit report is neither an assurance as to future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Hyderabad
Date: 15.05.2015

Vivek Surana
Practicing Company Secretary
C.P. No. 12901

ABHISHEK INFRAVENTURES LIMITED

Independent Auditors' Report

To the Members of ABHISHEK INFRAVENTURES LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of ABHISHEK INFRAVENTURES LIMITED ('the Company'), which comprise the balance sheet as at 31 March 2015, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. 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.

ABHISHEK INFRAVENTURES LIMITED

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2015 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ('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 a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

ABHISHEK INFRAVENTURES LIMITED

- b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
- c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
- d) in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
- e) on the basis of the written representations received from the directors as on 31 March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company

For M M REDDY & Co.,
Chartered Accountants
Firm Registration No.010371S

Place: Hyderabad
Date : 25.04.2015

(M Madhusudhana Reddy)
Partner
Membership No.213077

Annexure to the Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the Year ended 31 March 2015, we report that:

- i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- b. The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- ii. a. According to the information and explanations given to us, the management has conducted physical verification of inventories at reasonable intervals during the year. In our opinion, the frequency of verification is reasonable.
- b. In our opinion and according to the information and explanations given to us, the procedures followed by the management for physical verification of inventories are reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventories. As per the information and explanation given to us, no material discrepancies were noticed on physical verification.
- iii. The Company has not granted any loans to bodies corporate covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').
- iv. In our opinion and according to the information and explanations given to us, the Company has an adequate internal control system commensurate with its size and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in such internal control system.

ABHISHEK INFRAVENTURES LIMITED

- v. The Company has not accepted any deposits from the public.
- vi. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company.
- vii.
 - a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, employees' state insurance, duty of excise income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.
 - b. According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.
 - c. According to the information and explanations given to us, there are no material dues of wealth tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute.
 - d. According to the information and explanations given to us the company does not have any liability to be transferred to the investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under.
- viii. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
- ix. The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year.

ABHISHEK INFRAVENTURES LIMITED

- x. In our opinion and according to the information and the explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions.
- xi. The Company did not have any term loans outstanding during the year.
- xii. According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For M M REDDY & Co.,
Chartered Accountants
Firm Registration No.010371S

Place: Hyderabad
Date : 25.04.2015

(M Madhusudhana Reddy)
Partner
Membership No.213077

ABHISHEK INFRAVENTURES LIMITED

Balance Sheet as on 31.03.2015

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	Note No's	As at Mar' 31, 2015	As at Mar' 31, 2014
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	32,490,000	2,490,000
Reserves and Surplus	3	24,757	(481,236)
Preference Share Warrant		-	-
	A	32,514,757	2,008,764
Non - Current Liabilities			
Deferred tax liabilities (Net)		-	-
Other Long Term Liabilities		-	-
	B	-	-
Current liabilities			
Trade Payables	4	15,348,567	53,153,000
Other current liabilities	5	2,805,600	975,600
Short - term provisions	6	325,961	103,483
	C	18,480,128	54,232,083
Total	(A+B+C)	50,994,885	56,240,847
ASSETS			
Non-current assets			
Fixed Assets			
a) Tangible Assets	7	5,206	6,117
b) Intangible Assets		-	-
c) Intangible Assets under development		-	-
d) Capital work- in- progress		-	-
	A	5,206	6,117
Non-current investments		-	-
Deferred tax assets(Net)	8	24,776	29,403
Long Term loans and advances		-	-
Other Non- Current Assets		-	-
	B	24,776	29,403
Current assets			
Current Investments	9	1,400,000	1,400,000
Inventories	10	1,194,300	-
Trade receivables	11	44,182,016	54,747,590
Cash and cash equivalents	12	2,233,587	57,737
Short - term loans and advances	13	1,955,000	-
Other current assets		-	-
	C	50,964,903	56,205,327
Total	(A+B+C)	50,994,885	56,240,847

The Notes referred to above and the notes to accounts form an integral part of the Balance Sheet

For M M REDDY & CO.,
Firm Registration Number : 010371S
Chartered Accountants

M Madhusudhana Reddy
Partner
Membership No. 213077

Place : Hyderabad
Date : 25-04-2015

For and on behalf of the Board of Directors of
ABHISHEK INFRAVENTURES LIMITED.

Director

Director

ABHISHEK INFRAVENTURES LIMITED

Profit and Loss Account for the Period ended on 31.03.2015

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	Note No's	Year Ended Mar' 31, 2015	Year Ended Mar' 31, 2014
INCOME			
Turnover (Gross)			
Revenue from operations		24,486,601	54,747,590
Direct Income		1,194,300	-
Total Revenue		25,680,901	54,747,590
EXPENDITURE			
Operating Expenses	14	23,439,640	53,153,000
Personal Cost	15	999,997	943,086
Administration expenses	16	507,255	335,683
Depreciation/amortization	7	911	1,073
Total		24,947,803	54,432,842
Profit / (Loss) before tax		733,098	314,748
Profit before tax			
Provision for taxation			
- Current Year Tax		222,478	97,257
- Deferred tax		4,627	4,149
Total tax expense		227,105	101,406
Profit/(Loss) from continuing operations		505,993	213,342
Balance brought forward from previous year		(481,236)	(694,578)
Balance carried to Balance Sheet		24,757	(481,236)
Earnings per share			
Basic		0.16	0.86
Weighted Number of Shares		3,249,000	249,000
Nominal value		10	10
Notes to accounts	17-24		

The Notes referred to above and the notes to accounts form an integral part of the Profit and Loss Account

For M M REDDY & CO.,
Firm Registration Number : 010371S
Chartered Accountants

M Madhusudhana Reddy
Partner
Membership No. 213077

Place : Hyderabad
Date : 25-04-2015

For and on behalf of the Board of Directors of
ABHISHEK INFRAVENTURES LIMITED.

Director

Director

ABHISHEK INFRAVENTURES LIMITED

Cash Flow Statement for the year ended March 31, 2015

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	2014-15	2013-14
	As at	As at
A. Cash flow from operating activities		
Net profit / (Loss) before tax	733,098	314,748
Adjustments for:		
Preliminary Expenses Written Off		
Depreciation	911	1,073
Diminution in value of investments	-	-
Advances written off	-	-
Operating profit before working capital changes	734,009	315,821
Movements in working capital :		
(Increase)/Decrease in Trade Receivables	10,565,573	(54,747,590)
(Increase)/Decrease in inventories	(1,194,300)	-
(Increase)/Decrease in other current assets	-	-
(Increase)/Decrease in Short term Provisions	-	102,776
(Increase)/Decrease in other current Liabilities	1,830,000	961,555
Increase/ (Decrease) in Trade Paybles	(37,804,433)	53,153,000
Cash generated from /(used in) operations	(25,869,151)	(214,438)
Taxes paid	-	-
Net cash used in /(generated from) operating activities	(25,869,151)	(214,438)
B. Cash flows from investing activities		
Purchase of fixed assets	-	-
Sale of fixed assets	-	-
Fixed deposits	-	-
Dividends received	-	-
Net cash used in investing activities	-	-
C. Cash flows from financing activities		
Realisation of calls in arrears	-	(102,776)
Other Long term Borrowings	-	-
Share application money received	30,000,000	-
Other Short term	(1,955,000)	-
Interest received	-	-
Interest paid	-	-
Net cash generated from /(used in) financing activities	28,045,000	(102,776)
Net increase/(decrease) in cash and cash equivalents (A + B + C)	2,175,852	(317,212)
Cash and cash equivalents at the beginning of the year	57,735	374,949
Cash and cash equivalents at the end of the year	2,233,587	57,737

This is the Cash Flow Statement referred to in our report of even date.

For M M REDDY & CO.,
Firm Registration Number : 010371S
Chartered Accountants

M Madhusudhana Reddy
Partner
Membership No. 213077

Place : Hyderabad
Date : 25-04-2015

For and on behalf of the Board of Directors of
ABHISHEK INFRAVENTURES LIMITED.

Director

Director

ABHISHEK INFRAVENTURES LIMITED

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	As at Mar' 31, 2015	As at Mar' 31, 2014
Note 2 : Share Capital		
Authorised:		
3500000 Equity Shares of Rs.10/- each	35,000,000	2,500,000
Issues, Subscribed and Paid up		
3249000 equity shares of Rs.10 each	32,490,000	2,490,000
	32,490,000	2,490,000
1.a) Reconciliation of shares outstanding at the beginning and at the end of the reporting period		
Equity Shares outstanding at the beginning of the year	249,000	249,000
Add: Additional shares issued during the year	3,000,000	-
Less: Shares reduction during the year		-
Equity Shares outstanding at the closing of the year	3,249,000	249,000
Note 3 : Reserves and Surplus		
Profit & Loss A/c Surplus		
Balance in the statement of profit & loss	(481,236)	(694,578)
Less: Loss Adjusted on Account of Capital reduction	-	-
Additions during the year	505,993	213,342
	24,757	(481,236)
Schedule 4 : Trade Payables		
Sundry Creditors	6,483,217	53,153,000
Advance from suppliers	8,865,350	-
	15,348,567	53,153,000
Note 5 : Other current liabilities		
Expenses Payable	28,090	28,090
Director's Remuneration Payable	600,000	600,000
Rent Payable	15,000	15,000
Salary Payable	932,510	332,510
Advance from suppliers	1,200,000	-
Vat Payable	30,000	-
	2,805,600	975,600
Note 6 : Short - term provisions		
Opening Balance	103,483	6,226
Provision for Income tax for the year	222,478	97,257
	325,961	103,483

Note 7 : Fixed Assets

Particulars	Gross Block			Depreciation /amortization			Net Block	
	As at April 1, 2014	Additions	As at Mar 31, 2015	As at April 1, 2014	For the year	As at Mar 31, 2015	As at Mar 31, 2015	As at Mar 31, 2014
Cars	768,040	-	768,040	767,936	27	767,963	77	104
M.Cycle/Scooter/Cycle	180,346	-	180,346	180,340	2	180,342	4	6
Office Equipment	222,440	-	222,440	217,548	680	218,228	4,212	4,892
Furniture & Fixtures	53,412	-	53,412	52,297	202	52,499	913	1,115
Total	1,224,238	-	1,224,238	1,218,121	911	1,219,032	5,206	6,117
Previous Year	1,224,238	-	1,224,238	1,219,194	1,073	1,218,121	7,192	8,460

ABHISHEK INFRAVENTURES LIMITED

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	As at Mar' 31, 2015	As at Mar' 31, 2014
Note 8 : Deferred tax assets(Net)		
Opening balance	29,403	33,552
Less : Provided for the year	(4,627)	4,149
	24,776	29,403
Schedule 9 : Current Investments		
Non -trade investments valued at cost - Investment in shares/securities		
Unquoted : In fully paid up equity shares	1,400,000	1,400,000
	1,400,000	1,400,000
Note 7 11 : Trade receivables		
Pending for more than Six Months	42,009,796	
Others	2,172,220	54,747,590
	44,182,016	54,747,590
Note 12 : Cash and cash equivalents		
Cash -in- hand	1,632,490	54,593
Balances with scheduled banks		
On current accounts	601,097	3,144
On deposit accounts	-	-
	2,233,587	57,737
Note 13 : Short - term loans and advances		
Other Advances	1,955,000	-
	1,955,000	-

ABHISHEK INFRAVENTURES LIMITED

Notes to Accounts

(All amounts in Indian Rupees except for share data or otherwise stated)

Particulars	Year Ended Mar' 31, 2015	Year Ended Mar' 31, 2014
Note 14 : Operating Expenses		
Purchases	23,439,640	53,153,000
	23,439,640	53,153,000
Note 15 : Personal Cost		
Salaries and incentives	987,550	332,510
Director's Remuneration	-	600,000
Staff welfare expenses	12,447	10,576
	999,997	943,086
Note 16 : Administration expenses		
AGM Expenses	-	16,100
Auditor's Remuneration	25,000	25,000
Conveyance Expenses	2,450	6,345
Fee & Subscription	-	42,697
General Expenses	9,122	10,990
Legal & Professional Charges	7,000	10,000
Listing Fees	6,179	32,294
Postage & Courier Charges	1,550	2,290
Printing & Stationery	4,500	1,676
Rent	450,000	172,000
Repairs & Maintenance	-	12,471
Telephone & Communication Expenses	1,454	3,820
	507,255	335,683

For M M REDDY & CO.,
Firm Registration Number : 010371S
Chartered Accountants

M Madhusudhana Reddy
Partner
Membership No. 213077

Place : Hyderabad
Date : 25-04-2015

For and on behalf of the Board of Directors of
ABHISHEK INFRAVENTURES LIMITED.

Director

Director

ABHISHEK INFRAVENTURES LIMITED

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: L45204DL1984PLC018802
Name of the company: Abhishek Infraventures Limited
Registered office: 701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi – 110001

Name of the member(s):

Registered Address:

E-mail Id:

Folio No./Client Id:

DP ID:

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

1. Name :

Address :

E-mail Id :

Signature:, or failing him

2. Name :

Address:

E-mail Id :

Signature:, or failing him

3. Name :

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 31st Annual General Meeting of the Company, to be held on Friday, 31st July 2015, at 701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi – 110 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

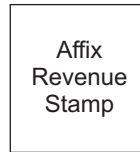
ABHISHEK INFRAVENTURES LIMITED

Resolution No.

1. Approval of financial statements for the year ended 31.03.2015.
2. Appointment of Mr. G. Madhusudhana as Director who retires by rotation.
3. Appointment of statutory auditors and fixation of their remuneration.
4. Appointment of Mr. Venkataramana Sanapala as an Independent Director.
5. Appointment of Mr. Kachipuram Srikanth as an Independent Director.
6. Appointment of Mr. Varra Chinnapu Reddy as an Independent Director.
7. Appointment of Mrs. Burugu Srilatha as an Independent Director.
8. Appointment of Mr. Omprakash Kovuri as a Director.
9. Appointment of Mr. Omprakash Kovuri as a Whole - time Director.
10. Appointment of Mr. Ramachandra Murthy Adiraju as a Director.
11. Appointment of Mr. Ramachandra Murthy Adiraju as a Whole-time Director.
12. Adoption of new articles as per Table F of the Companies Act, 2013.

Signed this day of..... 2015

Signature of shareholder



Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

.....

ABHISHEK INFRAVENTURES LIMITED

**701, Arunachal Building, 19, Barakhamba Road, Connaught Place,
New Delhi – 110001**

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 31st Annual General Meeting of the members of the company to be held on Friday, 31st July, 2015 at Registered Office, 701, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi – 110 001 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____

(In block letters)

Folio No./ Client ID _____

No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

PRINTER MATTER
BOOK - POST

If undelivered please return to :

ABHISHEK INFRAVENTURES LIMITED

701, Arunachal Building,
19, Barakhamba Road,
Connaught Place,
New Delhi-110 001