Notice is hereby given that 22nd Annual General Meeting of members of "Abhishek Corporation Ltd" (CIN L51491PN1993PLC073706) will be held on Wednesday, September 30, 2015 at 11.00 a.m. at the Registered Office of the company situated at Gat No. 148, Tamgaon, Kolhapur – Hupari Road, Tal- Karveer, Dist – Kolhapur 416 234 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2015 the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mrs. Rama Jawahar Swetta (DIN:00814746), who retires by rotation and, being eligible, offers herself for re-appointment.
3. To appoint M/s. Shrikant & Co, Chartered Accountants, (FRN : 110186) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of second Annual General Meeting to be held after this meeting, subject to ratification at every Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

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

   "RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 read with schedule IV and all other applicable provisions of the Companies ACT, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and clause 49 of the listing agreement, Shri. Manohar Vitthal Dudhane (DIN06749730), be and is hereby re-appointed as an Independent Director of the company to hold office for 5 (Five) years w.e.f. 01.10.2015 not liable to retire by rotation and in respect of whom the company has received a notice proposing his candidature for the office of director.

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

   "RESOLVED THAT pursuant to the provisions of Sections 149,150, 152 read with schedule IV and all other applicable provisions of the Companies ACT, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force) and clause 49 of the listing agreement, Shri. Dhananjay Shripati Charane (DIN00153820), be and is hereby re-appointed as an Independent Director of the company to hold office for 5 (Five) years w.e.f. 01.10.2015 not liable to retire by rotation and in respect of whom the Company has received a notice proposing his candidature for the office of director.

6. To consider and, if though fit, to pass, with or without modification (s) the following resolution as a SPECIAL RESOLUTION:

   "RESOLVED THAT subject to the provisions of Sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule V of the Act and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Articles of Association of the Company and subject to such approvals, permissions and sanctions, as may be required, and subject to such conditions and modifications, as may be prescribed or imposed by any of the Authorities including the Central Government in granting such approvals, permissions and sanctions, approval of the Company be and is hereby accorded to the re-appointment and remuneration of Mr. Anasaheb R. Mohite (00317676)as the Managing Director of the Company under the Companies Act, 2013 to be designated as Managing Director & Chief Executive Officer (MD & CEO) for a period of five years (Liable to retire by rotation) with effect from October 01, 2015 on terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to the "Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Anasaheb Mohite, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactments thereof;

   RESOLVED FURTHER THAT notwithstanding anything herein, where in any financial year during the tenure of the MD & CEO, the Company has no profits or its profits are inadequate, the Company may subject to receipt of the requisite approvals including approval of Central Government, if any, pay to the MD & CEO the remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the explanatory statement annexed to the Notice convening this Meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration specified in Section II and Section III of part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution without being required to seek any further consent or approval of the members or otherwise to the end and intent that it shall be deemed to have their approval thereto expressly by the authority of this resolution."

7. To consider and, if though fit, to pass, with or without modification (s) the following resolution as a SPECIAL RESOLUTION:

   RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

   RESOLVED FURTHER THAT the Board of Directors of the Company (including a committee thereof) be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.

8. To consider and, if though fit, to pass, with or without modification (s) the following resolution as an SPECIAL RESOLUTION:

   RESOLVED THAT in supersession of the resolution passed by the Company at the General Meeting held on October 30, 2006 with respect to mortgaging and/or charging by the Board of Directors, consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act"), or any statutory modification or re-enactment thereof, to the Board of Directors to mortgage and/or charge (by way of first, second or other subservient charge as may be agreed to between the Company and the lenders and/or Debenture Trustees), all the immovable and movable properties, present and future, pertaining to any one or more of the Company's Units and any other undertaking of the Company wheresoever situate and the whole or substantially the whole of any one or more of the said undertakings of the Company, with the right to take over the management and concern of the undertaking(s) whose properties are agreed to be mortgaged and/or charged in certain events, to or in favour of any Financial Institutions, Banks and other lending Institutions or Funds, Trustees for Debentures, to secure their respective Rupee and Foreign Currency Loans or other Financial Assistance lent, granted and advances or agreed to be lent, granted and advanced to the Company or the Debentures, Bonds or other financial instruments issued and allotted or as may be issued by the Company and subscribed to or agreed to be subscribed to by such Institutions/Banks/Funds, or any other persons, of such amount or amounts not exceeding ₹ 1,000 Crores in the aggregate on account of principal, together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Trustees, costs, charges and other moneys payable by the Company to the respective Financial Institutions, Banks and other lending institutions and Debenture holders and/or Trustees under the Loan/ Subscription Agreement(s) entered into/to be entered into by the Company in respect of the said term loans, debentures or other financial instruments or assistance.

   RESOLVED FURTHER that the Board of Directors of the Company including a Committee thereof, be and is hereby authorized to finalize with the Financial Institutions, Banks and other lending Institutions or Debenture Trustees, the documents for creating mortgage(s) and/or charge(s) as aforesaid and to do all acts, deeds and things in connection therewith and incidental thereto.

9. To consider and, if though fit, to pass, with or without modification (s) the following resolution as a SPECIAL RESOLUTION:

   "RESOLVED that in supersession of the resolution passed under Section 293(1)(d) of the Companies Act, 1956 at the General Meeting of the Company held on October 30, 2006 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution) for borrowing from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of ₹ 1,000 crore."

   "RESOLVED FURTHER that the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are to be borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required."

For and on Behalf of the Board of Directors

Date : September 1, 2015
Place : Kolhapur

Anasaheb R. Mohite
Chairman & Managing Director
DIN : 00317676

1. Statement pursuant to section 102(1) of the companies ACT, 2013, setting out he material facts related to each item of special business is annexed hereto;

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE MEETING) IS ENTITLED TO APPOINT A PROXY AND VOTE ON A POLL INSTEAD OF HIMSELF/HERESELF AND SUCH PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. The proxy, in order to be effective, must be lodged with the company not less than 48 hours before the meeting. The blank proxy form is enclosed.

   A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10 % of the total share capital of the company caring voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or share holders.

3. Corporate members intending to send their representatives to attend the meeting are requested to send to the company a certified copy of board resolution authorizing their representatives to attend and vote on their behalf at the meeting.

4. The register of members and share transfer books of the company shall remain closed from the 24th September. 2015 to 30th September 2015 (both day inclusive) for the purpose of annual book closure.

5. Members holding shares in physical forms are requested to notify the email id and the changes in their addresses, if any, at the earliest. Members holding shares in dematerialized form are requested to notify change in their addresses to their depository participants.

6. The members whose names appear in the register of members/list of beneficial owners as received from Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited(NSDL) on 21st Aug 2015 be entitled to vote by ballot paper attending Annual General Meeting in person (s) on the resolutions set forth in this notice.

7. Voting through electronic mails

   In terms with provisions of section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules 2014, the Company is pleased to offer e-voting facility as an alternative mode of vote which will enable the members to cast their votes electronically on the resolutions set forth in notice of 22nd Annual General Meeting of the company.

   The instructions for shareholders voting electronically are as under:

   (i) The voting period begins on 27-09-2015 (9.00 a.m.) and ends on 29-09-2015 (5.00 p.m.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st August 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

   (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

   (iii) Click on 'Shareholders'.

   (iv) Enter your User ID
   a. For CDSL: 16 digits beneficiary ID,
   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

   (v) Next enter the Image Verification as displayed and Click on Login.

   (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

   (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Abhishek Corporation Limited on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) 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.

(xviii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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.

In case of members receiving the physical copy:

a. Please follow all steps from sl. no. (x) above to cast vote.

b. In case you have any queries or issues regarding e-voting, you may refer the frequently asked questions ("FAQS") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

   i. The voting rights of shareholders shall be proportion to their shares of the paid up equity share capital of the company as on the cut-off date (record date) of 21st August, 2015.

   ii. A copy of this notice has been placed on the website of the company and website of CDSL.

   iii. CS. Sachin Bidkar, Practicing Company Secretary has been appointed as the scrutinizer for conducting the e-voting process in a fair and transparent manner.

   iv. The scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favor or against, if any, forthwith to the chairman.

   v. The result declared along with the scrutinizer's report shall be placed on the company's website www.abhishekcorporation.com and on the website of CDSL within two(2) days of passing the resolutions at the AGM of the company and communicated to the BSE Limited.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the business under item. No.4 to 9

ITEM No. 4 & 5

Shri. Manohar Vitthal Dudhane and Shri. Dhananjay Shripati Charane were appointed as Independent Directors of the Company on 30th September, 2014 by the Members of the Company for term of 2 years. But as that term of two years of Independent directors ends on 31.03.2016, Board Proposes to avail their services as Independent Director for further period of 5 years .

In terms of Section 149 (10), (11) of Companies Act, 2013 read with Schedule IV of the said Act, an Independent Director shall holds office for not more than two consecutive terms of five years and the tenure of an independent director on the date of commencement of this act shall not be counted as a term under above mentioned sub sections. Furthermore the provisions relating to retirement by rotation shall not applicable to Independent Directors.

So to comply with relevant provisions of Companies Act, 2013, all Independent Directors needs to be re-appointed on non rotational basis and up to five year at a time. In the opinion of the Board, all Independent Directors of the Company fulfills the conditions for their appointment as an Independent Director as specified in the Act and the Listing Agreement. The Board also opined that they all possess appropriate skill, experience and knowledge as required to occupy the position of an Independent Director. The Board has also received declaration from all the Independent Directors that they meet the Criteria of Independence as prescribed under section 149(6) read with Schedule IV of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

The Company has also received notices proposing the candidature for the office of Independent Director in respect of above mentioned directors.

Brief resume of the Independent Directors proposed to be appointed as stipulated under the Clause 49 of the Listing Agreement are given in the annexure to the Notice.

As per Section 149(10) of the Companies Act, 2013 Special Resolution is required for reappointment of Independent Director. Hence the Board recommends the Resolutions as set out at item Nos. 4 & 5 of the Notice for your approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than appointees themselves in their respective case, are in any way concerned or interested, financially or otherwise, in these Resolutions.

ITEM No.6

Mr. Anasaheb Mohite was reappointed as Managing Director of Company on October 1, 2012 for the period of 3 years. On Sept. 30 2015 his tenure as a Managing Director will expire. Mr. Anasaheb R Mohite Managing Director of company has been associated with your Company from its inception. He is involving in meeting/ negotiation with Board member for betterment of Company . The Board of Directors of the Company at its Meeting held on September 01, 2015 has pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of members, approved re-appointment and remuneration of Mr. Anasaheb R Mohite as Managing director of the company w.e.f. October 01, 2015 for the period of 5 years.

Nomination and remuneration committee has recommended to pay minimum remuneration to Mr. Anasaheb Mohite as specified in Section II of Part II of Schedule V of the Companies Act 2013. However in view of the liquidity crunch in the company and insufficient funds for repayment of its debts, Company cannot pay any remuneration. However it is proposed that once Company fulfills the requirements of Schedule V of Companies Act 2013 Company can pay minimum remuneration to Mr. Anasaheb Mohite as specified in Section II of Part II of Schedule V of the Companies Act 2013.

Details of terms and condition of appointment is as below

1	Monthly Basic Salary	NIL in view of the liquidity crunch in the company and insufficient funds for repayment of its debts, Company cannot pay any remuneration. However it is proposed that once Company fulfills the requirements of Schedule V of Companies Act 2013 Company can pay minimum remuneration to Mr. Anasaheb Mohite as specified in Section II of Part II of Schedule V of the Companies Act 2013.
2	Perquisites/Allowances	NIL in view of the liquidity crunch in the company and insufficient funds for repayment of its debts, Company cannot pay any remuneration. However it is proposed that once Company fulfills the requirements of Schedule V of Companies Act 2013 Company can pay minimum remuneration to Mr. Anasaheb Mohite as specified in Section II of Part II of Schedule V of the Companies Act 2013.
3	Notice Period	The nature of employment of the MD & CEO with the Company shall be contractual and can be terminated by giving three months' notice from either party.

The board recommends the Resolution set out in item No.6 of the notice for your approval as Special Resolution.

None of the directors or key managerial personnel of the company and their relatives, other than Shri. Anasaheb Mohite, Managing Director and Mrs. Anjali Mohite, CFO are in any way concerned or interested, financially or otherwise, in these resolution.

ITEM No.7

Members are informed that the existing Articles of Association ("AOA") of the Company are based on the erstwhile Companies Act, 1956 and many of the articles of existing AOA contains references to specific sections of the erstwhile Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Companies Act, 2013. Hence, with the new Companies Act, 2013 coming into force and considering most of the sections under the Companies Act, 2013 been notified by the Ministry of Corporate Affairs, it is considered expedient to replace existing AOA by adopting new set of AOA.

A copy of the draft of the new Articles of Association is available for inspection of the members at the Company's Registered Office on any working day. The Board of Directors is of the opinion that the aforesaid resolution is in the best interest of the Company and hence, recommends the above resolution for your approval as a special resolution.

The Directors recommend the resolution at item No. 7 for approval as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned at Item No. 7 of the Notice.

ITEM No.8

Under the Section 180(1)(a) of the Companies Act,2013 the Board of Directors are entitle to Sell, Lease or otherwise dispose of the whole or substantially the whole of Undertaking of the Company or where the Company owns more than one Undertaking of the whole and substantially the whole of any of such Undertaking, with the consent of members by way of special resolution. The limit is exclusive of an Undertaking in which investment of the Company exceeds twenty percent of its net worth as per the Audited Balance Sheet of the preceding Financial year or an Undertaking which generates twenty percent of the total income of the Company during the previous financial year.

Accordingly approval is sought from members by way of special resolution to authorize the Board of Directors to Sell, Lease or otherwise dispose of Undertaking in sum which shall not be exceeds ₹1,000 Crores (One Thousand Crores)

The Directors recommend the Resolution at item No. 8 for approval as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned at Item No. 8 of the Notice.

ITEM No.9

Under Section 180(1)(c) of the Companies act 2013,the Board of Directors are entitle to borrow in excess of the Companies paid up capital & free reserves, with the consent of the members by way of special resolution, Accordingly approval is sought from members by way of special resolution to authorize the Board of Directors to borrow such sum that the maximum outstanding, shall not at any time exceeds ₹1,000 Crores (One Thousand Crores) over and above the aggregate of the paid up capital and free reserve of the Company.

As provided under Section 180(1)(c) of the Companies Act,2013, the limit is exclusive of Loans repayable on demand or within six months from the date of the loan such as short time ,cash credit, discounting of bills, and other short term loans of seasonal character.(apart from temporary loans obtain by the Company from its bankers in ordinary course of business)

The Directors recommend the resolution at item No. 9 for approval as Special Resolution

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution mentioned at Item No. 9 of the Notice.

For and on Behalf of the Board of Directors

Date : September 1, 2015
Place : Kolhapur

Anasaheb R. Mohite
Chairman & Managing Director
DIN : 00317676

INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

Details of the Directors retiring by rotation and seeking re-appointment (in pursuance of clause 49 of the listing agreement).

1.	Name:	Mrs. Rama Jawahar Swetta
	Age:	66yrs.
	Experience:	She is a fashion designer by profession and owns a boutique at Bandra(West) Mumbai.
	Other Directorship:	Shri Devchand Sugar Limited
2.	Name:	Mr. Manohar Vithal Dudhane
	Age:	61yrs.
	Experience:	He is businessman by profession. He is having experience of around 31 years in the field of construction business, as well as class one govt. Civil Contractor. he is proprietor of Kalpana Construction Co. Kolhapur.
	Other Directorship:	NA
3.	Name:	Mr. Dhananjay Shripati Charane
	Age:	62 yrs.
	Experience:	He is businessman by profession. He is having experience of 39 years in the field of Machine Tool Shop.
	Other Directorship:	NA