

**FORM A**

**COVERING LETTER OF THE ANNUAL AUDIT REPORT**

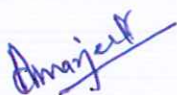
1.	Name of the Company	ADHBHUT INFRASTRUCTURE LIMITED
2.	Annual Financial Results for the year ended	30 <sup>th</sup> June, 2015
3.	Type of Audit Observation	Un-qualified
4.	Frequency of Observation	N.A.



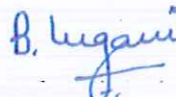
**Vinod Kumar Uppal**  
(Director)



**Amman Kumar**  
(Audit Committee)



**Amarjeet Singh Rawat**  
Chief Financial Officer



**B. Lugani**  
(Statutory Auditors)

# **ADHBHUT INFRASTRUCTURE LIMITED**

**THIRTIETH ANNUAL REPORT**  
**2014 - 2015**

# ADHBHUT INFRASTRUCTURE LIMITED

CIN: L51503DL1985PLC020195  
30TH ANNUAL REPORT – 2014-2015

## Board of Directors

Mr. Amman Kumar	: Chairman
Mr. Anubhav Dham	: Whole Time Director
Mr. Vinod Kumar Uppal	: Non-Executive Director
Mr. Saurabh Khanijo	: Independent Director
Mr. Sanjay Chhabra	: Independent Director
Ms. Ankita Wadhawan	: Non-Executive Director

## REGISTERED OFFICE

910, Ansal Bhawan, 16, K.G. Marg,  
New Delhi – 110001  
Website: [www.adhbhutinfra.com](http://www.adhbhutinfra.com)  
Email: [adhbhut.ind@rediffmail.com](mailto:adhbhut.ind@rediffmail.com)  
Phone No.: 011-23752586  
Fax: 011-23752645

## Chief Financial Officer

Mr. Amarjeet Singh Rawat

## Company Secretary & Compliance Officer

Ms. Prerna Wadhwa

## Auditors

M/s B. Lugani & Associates,  
Chartered Accountants,  
New Delhi

## Registrar & Share Transfer Agent

Beetal Financial & Computer Services (P) Limited  
"Beetal House" 3<sup>rd</sup> Floor, 99, Madangir,  
B/H L.S.C., New Delhi – 110062  
Tel: 011-29961281-83, Fax: 011-29961284  
Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)

## Contents

Notice .....	3
Directors' Report .....	11
Corporate Governance Report .....	28
Management Discussion and Analysis Report .....	38
Independent Auditor's Report .....	42
Balance Sheet .....	45
Profit & Loss Account .....	46
Cash Flow Statement .....	47
Notes to Accounts .....	48

## NOTICE

**NOTICE** is hereby given that the 30<sup>th</sup> Annual General Meeting of the members of **ADHBHUT INFRASTRUCTURE LIMITED** will be held on Wednesday, 30<sup>th</sup> day of December, 2015 at 10.00 A.M. at the Registered Office of the Company at 910, Ansal Bhawan, 16, K.G. Marg, New Delhi- 110001 to transact the following businesses:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 30<sup>th</sup> June, 2015 and the Reports of the Board of Directors and the Auditors thereon;
2. To appoint a Director in place of Mr. Amman Kumar (DIN: 03456445) who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint the Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, M/s B. Lugani & Associates. (ICAI Firm Regd. No. – 002560N), Chartered Accountants, the retiring Auditors be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the thirty fifth Annual General Meeting of the Company to be held in the year 2020 subject to ratification of their appointment at every Annual General Meeting, on such remuneration as may be decided by the Board of Directors of the Company from time to time.

### **SPECIAL BUSINESS**

4. To appoint Ms. Ankita Wadhawan as an Independent Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, if any, read with the rules made there under (including any statutory modification(s) or reenactment thereof for the time being in force), Ms. Ankita Wadhawan (DIN: 06971383) who was appointed as an Additional Director pursuant to the provisions of Section 161 on March 31, 2015 and who holds office up to the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member under section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Director on the Board of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act 2013 and the Rules framed there under read with Schedule IV to the Act, as amended from time to time, appointment of Ms. Ankita Wadhawan (DIN: 06971383), who meets the criteria for independence as provided in Section 149(6) of the Act, as an Independent Director of the Company, who shall not be liable to retire by rotation, for a term of 5 years commencing with effect from 30<sup>th</sup> December 2015 be and is hereby approved.”

5. To alter the Memorandum of Association of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 4, 13 and all other applicable provisions of the Companies Act, 2013, if any, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft Clauses as contained in the Memorandum of Association of the Company, in line with Table A of Schedule – I to the Companies Act, 2013, as recommended by the Board of Directors of the Company, be and are hereby approved and adopted in substitution, and to the entire exclusion of the Clauses contained in the existing Memorandum of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as maybe necessary, proper or expedient to give effect to this resolution.”

## ADHBHUT INFRASTRUCTURE LIMITED

---

6. To alter the Articles of Association of the Company and in this regard to consider and if thought 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 all other applicable provisions of the Companies Act, 2013, if any, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force), the draft regulations contained in the Articles of Association of the Company, as recommended by the Board of Directors 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 be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
**For ADHBHUT INFRASTRUCTURE LIMITED**

Place : New Delhi  
Dated : 4th December, 2015

Sd/-  
**(Perna Wadhwa)**  
Company Secretary

### **NOTES:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 4, 5 and 6 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE (ON POLL ONLY) INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. AN INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING.**  
**PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 AND RULES THEREUNDER, A PERSON CAN ACT AS A PROXY ON BEHALF OF THE MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**
3. Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote on their behalf at the Annual General Meeting.
4. The Register of Members and Share Transfer books of the Company will remain closed from Thursday, 24<sup>th</sup> December, 2015 to Wednesday, 30<sup>th</sup> December, 2015 (both days inclusive).
5. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during working days between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. M/s Beetal Financial and Computer Services Private Limited having their office at “ Beetal House”, 3<sup>rd</sup> Floor, 99, Madangir, B/H L.S.C., New Delhi- 110062 are the Registrar and Share Transfer Agent (RTA) of the Company and all transfers both in physical and electronic segments and other related matters are managed by them. Members are requested to address all their correspondence to the Registrar and Share Transfer Agent at the above address.
7. Members who hold shares in electronic mode are requested to quote their Client Id and DP Id number and those who hold shares in physical form are requested to write their Folio numbers in all correspondence with the Company/Registrar for facilitating quick disposal of the matters.

8. Members desirous of making a nomination in respect of their shareholding in the Company under the Companies Act, 2013, are requested to send their requests in requisite form, which can be obtained from Registrar and Share Transfer Agent of the Company. In case of shares held in dematerialized form, the nomination should be lodged with the respective Depository Participants.
9. The Members/Proxies attending the Annual General Meeting are requested to bring the enclosed attendance slip and deliver the same after filling in their Folio number / Client Id at the entrance of the meeting hall. Admission to the Annual General Meeting venue will be allowed only after verification of the signature in the attendance slip.
10. The Ministry of Corporate Affairs has undertaken a '**Green Initiative in Corporate Governance**' by allowing paperless compliances by the companies. In order to support the Green Initiative, members who have not registered their e-mail addresses so far, are requested to register the same with M/s Beetal Financial and Computer Services Private Limited, the Registrar and Share Transfer Agent of the Company.

**11. Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to the members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through polling paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on Sunday 27th December, 2015 (9:00 am) and ends on Tuesday December 29, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday December 23, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:

**A. IN CASE A MEMBER RECEIVES AN EMAIL FROM NSDL [FOR MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANTS(S)]**

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

## ADHBHUT INFRASTRUCTURE LIMITED

---

- (vii) Select “EVEN” of “Adhbhut Infrastructure Limited”.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cs.sachinkhurana@gmail.com](mailto:cs.sachinkhurana@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. IN CASE A MEMBER RECEIVES PHYSICAL COPY OF THE NOTICE OF AGM [FOR MEMBERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORY PARTICIPANTS(S) OR REQUESTING PHYSICAL COPY]**

- (i) Initial password is provided along with the Annual Report:  
EVEN (Remote e-voting Event Number), USER ID, PASSWORD/PIN
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of December 23, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. December 23, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [beetalrta@gmail.com](mailto:beetalrta@gmail.com) .
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through polling paper.
- XIII. Mr. Sachin Khurana, Practicing Company Secretary, New Delhi has been appointed as Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two

witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.adhbhutinfra.com](http://www.adhbhutinfra.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchange i.e BSE Limited, where the equity shares of the Company are listed.

**REQUISITE INFORMATION IN RESPECT OF DIRECTORS SEEKING APPOINTMENT OR RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING:**

<b>1. Name of Director</b>	Mr. Amman Kumar, (DIN: 03456445)
<b>Date of Birth</b>	22/06/1979
<b>Age</b>	36 years
<b>Experience</b>	13 years
<b>Qualification</b>	MBA
<b>Expertise</b>	Banking Consultancy and Manufacturing Sector
<b>Date of Appointment</b>	29/03/2014
<b>List of other Companies in which Directorships held</b>	<ul style="list-style-type: none"> <li>● M/s Amtek Laboratories Limited</li> <li>● M/s Systematic Equipments Private Limited</li> <li>● M/s XLNC Advisory Services Private Limited</li> <li>● M/s Glorious Iron and Steel Private Limited</li> <li>● M/s Newtime Infrastructure Limited</li> <li>● M/s KAC Casting Limited</li> <li>● M/s Fenance Auto Limited</li> <li>● M/s Density Real Estate Private Limited</li> <li>● M/s Vincent Infraprojects Private Limited</li> <li>● M/s Pluto Biz. Developers Private Limited</li> <li>● M/s Estaeagro Real Estate Private Limited</li> <li>● M/s Wintage Infraheight Private Limited</li> <li>● M/s IKEIL Metals Private Limited</li> <li>● M/s ACL Industries Limited</li> <li>● M/s Carnation Hospitality Private Limited</li> <li>● M/s Symbosis Personnel Advices and Services Limited</li> <li>● M.s Amtek Steel Industries Limited</li> <li>● M/s Amtek Metal &amp; Mining Limited</li> </ul>
<b>Relationship with other Directors, Managers and KMPs</b>	No inter-se relationship
<b>No. of Meetings attended during the year</b>	9
<b>Membership/Chairmanship in Committees of the Board of other Companies</b>	4



## ADHBHUT INFRASTRUCTURE LIMITED

<b>Terms and Conditions of Appointment/Re-appointment along with details of Remuneration sought to be paid</b>	As per the Nomination and Remuneration Policy of the Company
<b>Remuneration last drawn</b>	Nil
<b>Shareholding in the Company</b>	Nil
<b>2. Name of Director</b>	Ms. Ankita Wadhawan (DIN: 06971383)
<b>Date of Birth</b>	25.07.1977
<b>Age</b>	38 years
<b>Experience</b>	18 years
<b>Qualification</b>	MBA
<b>Expertise</b>	Business Operations, General Management and Finance
<b>Date of Appointment</b>	31.03.2015
<b>List of other Companies in which Directorships held</b>	<ul style="list-style-type: none"><li>● OCL Iron and Steel Ltd</li><li>● Alliance Integrated Metaliks Ltd</li><li>● Newtime Infrastructure Limited</li></ul>
<b>Relationship with other Directors, Managers and KMPs</b>	No inter-se relationship
<b>No. of Meetings attended during the year</b>	3
<b>Membership/Chairmanship in Committees of the Board of other Companies</b>	Nil
<b>Terms and Conditions of Appointment/Re-appointment along with details of Remuneration sought to be paid</b>	As per the Nomination and Remuneration Policy of the Company
<b>Remuneration last drawn</b>	Nil
<b>Shareholding in the Company</b>	Nil

\*As Ms. Ankita Wadhawan was appointed w.e.f March 31, 2015.

### STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

#### ITEM NO. 4

Ms. Ankita Wadhawan (DIN: 06971383), pursuant to Section 149 and 161 of the Companies Act, 2013 read with the Listing Agreement, was appointed by the Board of Directors of the Company as a woman Director with effect from March 31, 2015. Being an Additional Director, Ms. Ankita Wadhawan will hold office up to the date of the ensuing Annual General Meeting and is eligible to be appointed as a Director of the Company. The Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member along with the requisite deposit proposing the candidature of Ms. Ankita Wadhawan for the office of Director. A brief resume of Ms. Ankita Wadhawan is annexed to the notice convening Annual General Meeting.

Further, it is proposed to appoint Ms. Ankita Wadhawan as an Independent Director of the Company for a period of five years commencing from December 30, 2015 in terms of Section 149 and other applicable provisions read with Schedule IV of the Companies Act, 2013. Ms. Ankita Wadhawan shall not be liable to retire by rotation. The Company has received from Ms. Ankita Wadhawan a declaration to the effect that she meets the criteria of independence as provided in Section 149 (6) of Companies Act, 2013.

In the opinion of the Board of Directors, Ms. Ankita Wadhawan fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under and she is independent of the Management. A copy of the letter of appointment of Ms. Ankita Wadhawan as an independent director setting out the terms and conditions is available for inspection by the members at the Company's Registered Office during the normal business hours on working days up to the date of the Annual General Meeting.

The Board recommends the ordinary resolution set forth in Item No. 4 for the approval of the Members.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, except Ms. Ankita Wadhawan to whom the resolution relates, is concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

**ITEM NO. 5**

The existing Memorandum of Association of the Company is based on the Companies Act, 1956 and some clauses in the existing Memorandum of Association are no longer in conformity with the Companies Act, 2013. The new Memorandum of Association to be substituted in place of existing Memorandum of Association is based on Table A to the Schedule I of the Companies Act, 2013 which sets out the model Memorandum of Association for a Company limited by shares.

The Board of Directors recommends the Special Resolution as set out at Item No. 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

**ITEM NO. 6**

The existing Articles of Association of the Company is based on the Companies Act, 1956 and the draft regulations contained in the Articles of Association of the Company are no longer in conformity with the Companies Act, 2013. The new Articles of Association to be substituted in place of existing Articles of Association is based on Table F to the Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

The Board of Directors recommends the Special Resolution as set out at Item No. 6 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 6 of the Notice.

By Order of the Board  
**For ADHBHUT INFRASTRUCTURE LIMITED**

Place : New Delhi  
Dated : 4th December, 2015

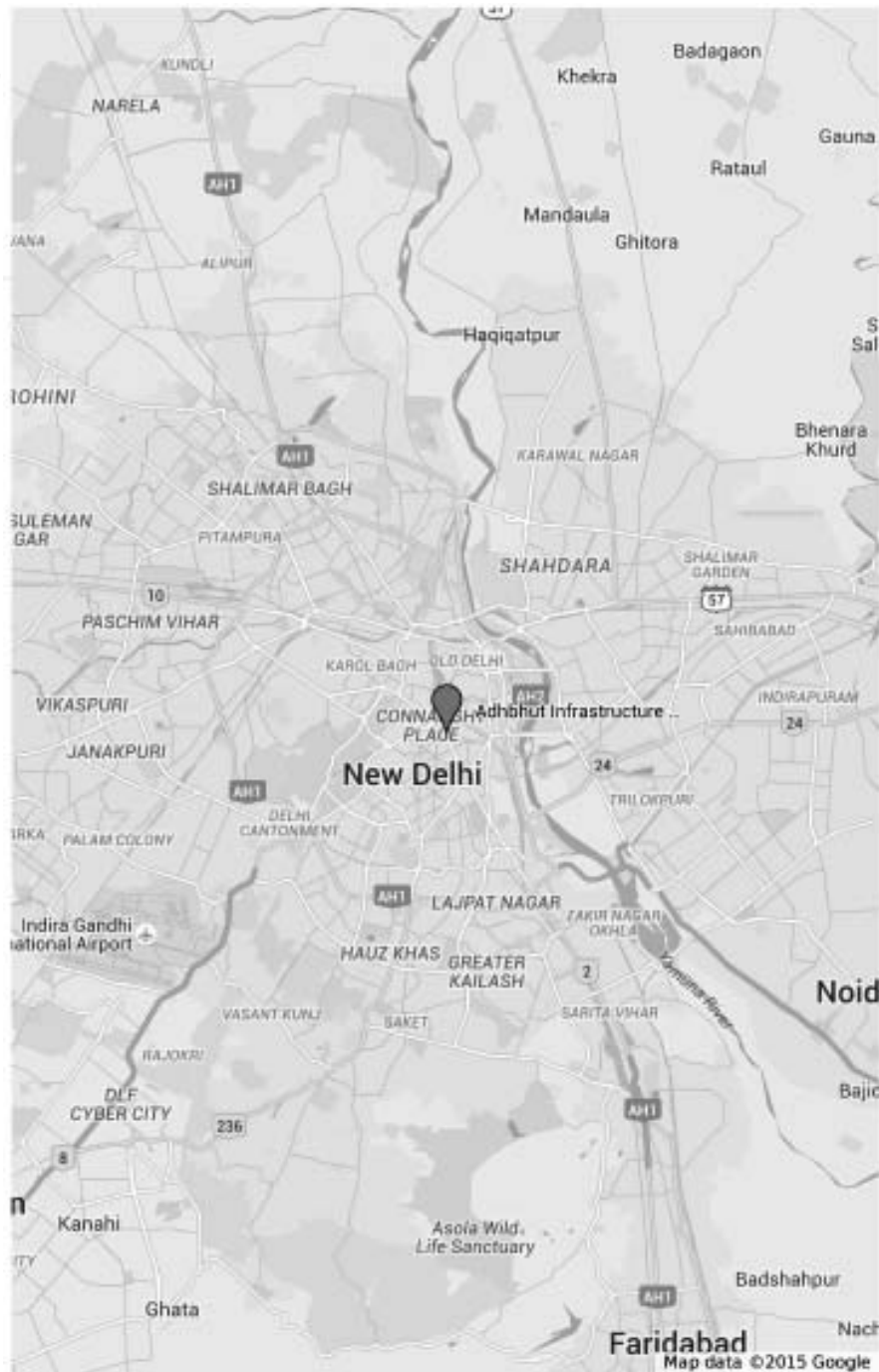
Sd/-  
**(Perna Wadhwa)**  
Company Secretary

## Route Map to the Venue of 30th AGM of Adhbhut Infrastructure Limited

910, Ansal Bhawan, 16, K.G. Marg,  
New Delhi- 110001



Adhbhut Infrastructure Limited



**DIRECTORS' REPORT**

TO  
THE MEMBERS,  
**ADHBHUT INFRASTRUCTURE LIMITED**

Your Directors are pleased to present the 30<sup>th</sup> Annual Report on the business and operations of your Company along with the financial statements for the financial year ended 30<sup>th</sup> June, 2015.

**FINANCIAL HIGHLIGHTS**

(Rupees in Lacs)

<b>PARTICULARS</b>	<b>Year ended 30<sup>th</sup> June, 2015</b>	<b>Year ended 30<sup>th</sup> June, 2014</b>
Income from Operations	115.23	102.75
Less : Expenses	10.46	62.78
Profit/(Loss) before tax	104.77	39.97
Less : Provision for Taxation	22.04	12.40
Profit/(Loss) after Taxation	82.73	27.57
Add: Profit/(Loss) brought forward	251.00	248.42
Balance Available for appropriation	333.73	276.00
<b>APPROPRIATION</b>		
Transferred to General Reserve	25.00	25.00
Surplus carried to Balance Sheet	308.73	251.00

**PERFORMANCE**

During the year under review, the Company earned revenue from operations amounting to Rs. 115.23 lacs as compared to Rs. 102.75 lacs in the previous year. Profit after Tax for the financial year 2014-15 stood at Rs. 82.73 Lacs against profit after Tax of Rs. 27.57 Lacs in the previous year.

**DIVIDEND**

The Board of Directors has not recommended any dividend for the Financial Year 2014-15.

**CHANGES IN CAPITAL STRUCTURE**

During the year under review, there has been no change in the Capital Structure of the Company.

**STATE OF COMPANY'S AFFAIRS**

The state of affairs of the Company is presented as part of the Management Discussion and Analysis Report forming part of the Annual Report.

**CORPORATE GOVERNANCE**

As stipulated under Clause 49 of the Listing Agreement executed with BSE Limited the report on Management Discussion and Analysis, the Report on Corporate Governance and the requisite Certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance are provided in a separate section and forms part of the Annual Report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions contained in Section 134(5) of the Companies Act, 2013, the Directors hereby confirm that:

## **ADHBHUT INFRASTRUCTURE LIMITED**

---

- a) in the preparation of the annual accounts for the financial year ended 30<sup>th</sup> June, 2015, the applicable Accounting Standards have been followed and there are no material departures from the same;
- b) the Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 30<sup>th</sup> June, 2015 and of the profit of the Company for that period;
- c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the Annual Accounts on a going concern basis;
- e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### **SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES**

As on 30.06.2015 the Company did not have any Subsidiaries, Joint Ventures or Associates.

### **DIRECTORS AND KEY MANAGERIAL PERSONNEL**

During the year under review, to meet the requirement of Section 149 of the Companies Act, 2013 and the Listing Agreement, the Board of Directors co-opted Ms. Ankita Wadhawan (DIN: 06971383) on the Board as a woman Director effective from March 31, 2015. Ms. Wadhawan is proposed to be appointed as an Independent Director in the ensuing Annual General Meeting.

Pursuant to Section 203 of the Companies Act, 2013 the Board of Directors of the Company upon recommendation of Nomination and Remuneration Committee, appointed Mr. Amarjeet Singh Rawat as Chief Financial Officer of the Company effective from August 28, 2014.

Ms. Rashmi Sharma resigned from the post of Company Secretary and Mr. Ajai Kumar Gupta was inducted as Company Secretary and Compliance Officer of the Company effective from May 4, 2015. Subsequent to the year under review, Ms. Prerna Wadhwa has been appointed as a Company Secretary of the Company in place of Mr. Ajai Kumar Gupta effective from 22<sup>nd</sup> September, 2015.

Mr. Amman Kumar, (DIN: 03456445) Director of the Company retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

A brief resume of the Directors proposed to be appointed/ re-appointed, as required under Clause 49 of the Listing Agreement and Companies Act 2013, forms part of the notice convening Annual General Meeting.

### **INDEPENDENT DIRECTORS DECLARATION**

The Company has received the necessary declaration from each Independent Director in accordance with Section 149 (7) of the Companies Act, 2013, that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

### **BOARD MEETINGS**

The Board met 9 times during the year under review, the details of which are provided in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

### **BOARD EVALUATION**

The Board evaluated the effectiveness of its functioning and that of the committees and of individual Directors by seeking their inputs on various aspects of Board/Committee governance such as the Board composition and structure, effectiveness of board processes, active participation and contribution of directors in the Board/Committee meetings and the fulfillment of Directors obligation and their fiduciary responsibilities.

Further, the Independent Directors at their meeting, reviewed the performance of the Board, chairman of the Board and of Non Executive Directors. The co-ordination between the Company management and the Board which is required for the Board to effectively and reasonably perform their duties was also reviewed during the meeting.

### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the internal audit function reports to the chairman of the Audit Committee and all significant audit observations and corrective actions are presented to the Committee.

### **STATUTORY AUDITORS AND AUDITORS REPORT**

M/s B. Lugani & Associates, Chartered Accountants, Statutory Auditors of the Company (Firm Regd. No.– 002560N) who retire at the ensuing General Meeting, have confirmed their eligibility and willingness to accept office, if reappointed. The proposal for their reappointment is included in the notice for Annual General Meeting sent herewith.

The Company has received a consent letter from the statutory auditors for their appointment, and a certificate from them that their appointment, if made, shall be in accordance with the conditions as prescribed under the Companies Act, 2013 and that they are not disqualified for appointment.

The Auditor's Report does not contain any qualifications, reservations or adverse remarks. The Report is attached hereto and is self-explanatory requiring no further elucidation.

### **SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s S. Khurana & Associates, Company Secretaries, New Delhi to undertake the Secretarial Audit of the Company. The Report of the Secretarial Audit in Form MR 3 for the Financial Year ended June 30, 2015 is annexed as **Annexure I** to the Report. There are no qualifications, reservations or adverse remarks made by Secretarial Auditor in their report.

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

Disclosure on particulars relating to loans, guarantees or investments under section 186 of the Companies Act, 2013 have been provided as part of the financial statements.

### **TRANSACTIONS WITH RELATED PARTIES**

There were no related party transactions during the financial year, accordingly, the disclosures pursuant to section 134(3)(h) read with Rule 8(2) of the Companies (Accounts) Rules, 2014, in Form AOC-2 is not applicable.

### **EXTRACT OF ANNUAL RETURN**

In terms of Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of Companies (Management & Administration) Rules, 2014, the extracts of Annual Return of the Company in Form MGT-9 is annexed as **Annexure II** to this Report.

### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The details as required under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014, regarding conservation of energy, technology absorption and foreign exchange earnings and outgo are annexed as **Annexure III** to this Report.

### **COMMITTEES OF THE BOARD**

The Company's Board has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee

## ADHBHUT INFRASTRUCTURE LIMITED

---

The details of the membership and attendance of the meetings of the above Committees of the Board are provided in the Corporate Governance section of the Annual Report.

### POLICY ON APPOINTMENT AND REMUNERATION

Pursuant to Section 178(3) of the Companies Act 2013, the Nomination and Remuneration Committee of the Board has framed a policy for selection and appointment of Directors and senior management personnel, which *inter alia* includes the criteria for determining qualifications, positive attributes and independence of a Director(s)/ Key managerial personnel and their remuneration. An extract of the policy covering these requirements is provided in the Corporate Governance Report that forms part of this Annual Report.

### AUDIT COMMITTEE

The Audit Committee comprises of Mr. Sanjay Chhabra, Independent Director as Chairman and Mr. Amman Kumar, Non-executive and Non-independent director and Mr. Saurabh Khanijo, Non-executive and independent director as Members. The Board of Directors have accepted all the recommendation of the Audit Committee.

### VIGIL MECHANISM

The Company has in place a vigil mechanism in the form of Whistle Blower Policy. It aims at providing avenues for employees to raise complaints and to receive feedback on any action taken and seeks to reassure the employees that they will be protected against victimization and for any whistle blowing conducted by them in good faith. The policy is intended to encourage and enable the employees of the Company to raise serious concerns within the organization rather than overlooking a problem or handling it externally.

The Company is committed to the highest possible standard of openness, probity and accountability. It contains safeguards to protect any person who uses the Vigil Mechanism (whistle blower) by raising any concern in good faith. The Company protects the identity of the whistle blower if the whistle blower so desires, however the whistle blower needs to attend any disciplinary hearing or proceedings as may be required for investigation of the complaint. The mechanism provides for a detailed complaint and investigation process.

If circumstances so require, the employee can make a complaint directly to the Chairman of the Audit Committee. The Company also provides a platform to its employees for having direct access to the Managing Director. The Company Secretary is the Compliance Officer. The confidentiality of those reporting violations is maintained and they are not subjected to any discriminatory practice.

### RISK MANAGEMENT

The Company has developed and implemented a Risk Management Policy. The details of elements of risk are provided in the Management Discussion and Analysis section of the Annual Report.

### ANTI SEXUAL HARASSMENT POLICY

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All women employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2014-15, no complaints were received by the committee.

### PARTICULARS OF EMPLOYEES

The details as required in terms of the provisions of Section 197 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as **Annexure – IV** to this Report.

The details of employees as required in terms of the provisions of Section 197 read with Rule 5 (2) & (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is NIL.

### PUBLIC DEPOSITS

During the year under review, the Company has not accepted any fixed deposits from public, shareholders or employees under the Companies Act, 2013 and as such, no amount of principal or interest on public deposits was outstanding as on the date of balance sheet.

**SIGNIFICANT AND MATERIAL ORDERS**

No significant and material orders have been passed by any regulators or courts or tribunals impacting the going concern status and Company's operations in future.

**DEMATERIALIZATION AND LISTING**

The equity shares of the Company are admitted to the depository system of National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 30<sup>th</sup> June, 2015, 9648100 Equity Shares representing 87.71% of the Equity Share Capital of the Company are in dematerialized form. The Equity Shares of the Company are compulsorily traded in dematerialized form as mandated by the Securities and Exchange Board of India (SEBI). The International Securities Identification Number (ISIN) allotted to the Company with respect to its Equity Shares is INE 578L01014.

Effective from June 19, 2015, the equity shares of the Company have been listed under Direct Listing Route and admitted for dealings on BSE Limited. Previously, the Company was listed on Delhi Stock Exchange Limited. However, Delhi Stock Exchange Limited vide their letter no. DSE LIST/4863/1469 dated 18.05.2015 has informed that the Company is not required to comply with the Listing Agreement made with Delhi Stock Exchange Limited any further and is also not required to pay the listing fee from 1<sup>st</sup> April, 2015 onwards.

**RECONCILIATION OF SHARE CAPITAL AUDIT**

As per the directive of the Securities & Exchange Board of India, the Reconciliation of Share Capital Audit on a quarterly basis for the quarter ended September 30, 2014, December 31, 2014, March 31, 2015 and June 30, 2015 was carried out by a Company Secretary in practice. The purpose of the audit was to reconcile the total number of shares held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form with respect to admitted, issued and paid up capital of the Company.

The aforesaid Reports of Reconciliation of Share Capital were submitted to the Delhi Stock Exchange Limited till March 31, 2015 and report for the quarter ended June 30, 2015 was submitted to the BSE Limited.

**CORPORATE SOCIAL RESPONSIBILITY**

As on the close of financial year on 30.06.2015, the Company did not fall in the ambit of section 135 of the Companies Act, 2013 and accordingly has not constituted a Corporate Social Responsibility committee of the Company.

**INDUSTRIAL RELATIONS**

During the year under review, the relations between the Management and the workmen were highly cordial. Human resources initiatives such as skill up gradation, training, appropriate reward & recognition systems and productivity improvement were the key focus areas for development of the employees of the Company.

**INVESTOR RELATIONS**

Your Company always endeavors to promptly respond to shareholders' requests/grievances. Each and every issue raised by the shareholders is taken up with utmost priority and every effort is made to resolve the same at the earliest. The Stakeholders Relationship Committee of the Board periodically reviews the status of the redressal of investors' grievances.

**ACKNOWLEDGEMENT**

Your Directors wish to place on record the sincere and dedicated efforts of all the employee of the Company. Your Directors also take this opportunity to offer their sincere thanks to the Financial Institutions, Banks and other Government Agencies, valued customers and the investors for their continued support, co-operation and assistance.

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

Place : New Delhi  
Date : 4th December, 2015

Sd/-  
**(Amman Kumar)**  
Chairman  
DIN: 03456445



**FORM NO. MR-3**

**SECRETARIAL AUDIT REPORT**

For the Financial Year Ended June 30, 2015

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

To,  
The Members,  
Adhbhut Infrastructure Limited

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

Based on our verification of Adhbhut Infrastructure Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 30th June, 2015 generally complied with the statutory provisions listed here under 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:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Adhbhut Infrastructure Limited for the financial year ended on 30th June, 2015 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contract (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii) The Depositories Act, 1996 and the Regulations and Byelaws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder.
- 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 & Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

We have also examined compliance with the applicable clauses of the Listing Agreement entered into by the Company with BSE Limited.

During the period under review and as per the explanations and representations made by the management and subject to clarifications given to us, the Company has generally complied with the provisions of the Acts, Rules, Regulations and Guidelines as mentioned above.

We further report that

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

## ADHBHUT INFRASTRUCTURE LIMITED

---

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

Decisions at the Board Meetings, as represented by the management, were taken unanimously.

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

**For M/s S. Khurana & Associates**  
Company Secretaries

Sd/-  
**Sachin Khurana**  
Membership No.: A35297  
CP No.: 13212

Place : New Delhi  
Date : 2.11.2015

## Form No.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 30TH JUNE, 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	L51503DL1985PLC020195
ii.	Registration Date	February 19, 1985
iii.	Name of the Company	Adhbhut Infrastructure Limited
iv.	Category/Sub-Category of the Company	Public Company
v.	Address of the Registered office and contact details	910, Ansal Bhawan, 16, K.G. Marg, New Delhi- 110001 Contact: +91-11-23752586-90
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Beetal Financial & Computer Services (P) Limited "Beetal House "3 <sup>rd</sup> Floor, 99, Madangir, B/H L.S.C., New Delhi- 110062 Contact: +011- 29961281-83 E-mail: beetalrta@gmail.com

## 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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/service	% to total turnover of the company
1.	Construction of Buildings	451	100%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
---------	---------------------------------	---------	--------------------------------	------------------	--------------------

—————NIL—————

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)****i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/HUF	8230530	0	8230530	74.82	8230530	0	8230530	74.82	0
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any Other	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (1):-</b>	<b>8230530</b>	<b>0</b>	<b>8230530</b>	<b>74.82</b>	<b>8230530</b>	<b>0</b>	<b>8230530</b>	<b>74.82</b>	<b>0</b>
<b>(2) Foreign</b>									
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 e)									
e) Any Other...	0	0	0	0	0	0	0	0	0
<b>Sub-total (A) (2)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0		00	0	0	0
i) Others (specify)									
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2. Non Institutions</b>									
<b>a) Bodies Corp.</b>	<b>1416774</b>	<b>0</b>	<b>1416774</b>	<b>12.88</b>	<b>1416778</b>	<b>0</b>	<b>1416778</b>	<b>12.88</b>	<b>0</b>
<b>b) Individuals</b>									

## ADHBHUT INFRASTRUCTURE LIMITED

i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	758	192500	193258	1.76	754	192500	193254	1.76	0
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	1159400	1159400	10.54	0	1159400	1159400	10.54	0
c) Others (specify)	36	0	36	0	36	0	36	0	0
d) Clearing Member	2	0	2	0	2	0	2	0	0
<b>Sub-total (B)(2):-</b>	<b>1417570</b>	<b>1351900</b>	<b>2769470</b>	<b>25.18</b>	<b>1417570</b>	<b>1351900</b>	<b>2769470</b>	<b>25.18</b>	<b>0</b>
<b>Total Public Shareholding (B)= (B)(1)+ (B)(2)</b>	<b>1417570</b>	<b>1351900</b>	<b>2769470</b>	<b>25.18</b>	<b>1417570</b>	<b>1351900</b>	<b>2769470</b>	<b>25.18</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>9648100</b>	<b>1351900</b>	<b>11000000</b>	<b>100</b>	<b>9648100</b>	<b>1351900</b>	<b>11000000</b>	<b>100</b>	<b>0</b>

### (ii) Shareholding of Promoters

S.No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the End of the year			
		No. of shares	% of total Shares of the company	% of Shars Pledgd/ encubered tototal shares	No. of shares	% of total Shaes of the compay	% of Shares Pledged/ encumbered to total shares	
1.	Mr. Arvind Dham	3530670	32.10	0	3530670	32.10	0	0
2.	Ms. Anita Dham	2349930	21.36	0	2349930	21.36	0	0
3.	Mr. Anubhav Dham	2349930	21.36	0	2349930	21.36	0	0
	<b>Total</b>	<b>8230530</b>	<b>74.82</b>	<b>0</b>	<b>8230530</b>	<b>74.82</b>	<b>0</b>	<b>0</b>

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

S.No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
		There is no change in the promoter shareholding between 01.07.2014 – 30.06.2015			

## ADHBHUT INFRASTRUCTURE LIMITED

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

S.No	Top Ten shareholders*	Shareholding at the beginning of the year 01.07.2014		Cumulative Shareholding at the end of the year 30.06.2015	
		No. of shares	% of total Shares of the company	No. of shares	% of total Shares of the company
1	Aarken Advisors Pvt. Ltd.	93500	0.85	93500	0.85
2	Civic Marketing Private Limited	88000	0.80	88000	0.80
3	Avery Real Estate Pvt. Ltd.	86870	0.80	86870	0.80
4	Guinea Infotech Pvt. Ltd.	58300	0.53	58300	0.53
5	W D Holdings Pvt. Ltd.	57200	0.52	57200	0.52
6	Aryahi buildwell Pvt. Ltd.	56100	0.51	56100	0.51
7	Dinesh Bhardwaj	55000	0.50	55000	0.50
8	Pradeep Kumar	55000	0.50	55000	0.50
9	Naveen Chandra Bhartwal	55000	0.50	55000	0.50
10	Deepak Gautam	55000	0.50	55000	0.50

- Nil changes in the holding of Top Ten Shareholders during the year.

### v) Shareholding of Directors and Key Managerial Personnel:

S.No	Name of the Shareholder	Shareholding at the beginning of the year 1 July, 2014		Shareholding at the end of the year 30 June, 2015	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
		<b>Key Managerial Personnel</b>			
1.	Mr. Anubhav Dham	2349930	21.36	2349930	21.36

## ADHBHUT INFRASTRUCTURE LIMITED

### vi) INDEBTEDNESS

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

(Rupees in Lacs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	<p style="text-align: center;"><b>The Company does not have any debt between 01.07.2014 – 30.06.2015</b></p>			
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
Change in Indebtedness during the financial year				
– Addition				
– Reduction				
<b>Net Change</b>				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

## ADHBHUT INFRASTRUCTURE LIMITED

### vii). REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount
		Mr. Anubhav Dham Whole-Time Director	
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.	<b>Total (A)</b>	—	—
	Ceiling as per the Act	—	—



## ADHBHUT INFRASTRUCTURE LIMITED

### B. Remuneration to other Directors:

Sl. No	Particulars of Remuneration		Total Amount
1.	<b>Independent Directors</b> <ul style="list-style-type: none"> <li>Fee for attending board / committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>	-----NIL-----	
	<b>Total (1)</b>		
2.	<b>Other Non-Executive Directors</b> <ul style="list-style-type: none"> <li>Fee for attending board committee meetings</li> <li>Commission</li> <li>Others, please specify</li> </ul>		
	<b>Total (2)</b>		
	<b>Total (B)=(1+2)</b>		
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

### C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTG

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) (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	<b>Not Applicable</b>	-----NIL-----		
2.	Stock Option				
3.	Sweat Equity				
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify				
<b>TOTAL</b>					

### viii) PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

There were no penalties, punishments or compounding of offences during the year ended June 30, 2015.

## ANNEXURE-III

**INFORMATION PURSUANT TO SECTION 134(3)(m) READ WITH THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED 30TH JUNE, 2015:****A. CONSERVATION OF ENERGY**

The Company has been engaged in development & construction of real estate. It has always been the endeavour of the Company to look for ways and means to achieve energy conservation in every possible way.

In line with the Company's commitment to give its clients and customers quality products and services, it has been constantly seeking to adopt latest in technology which are relevant, and strive to integrate the same into the overall scheme of things, resulting in sustainable cost savings, energy conservation and more reliability.

**B. TECHNOLOGY ABSORPTION**

- |      |   |     |
|------|---|-----|
| i.   | Efforts, in brief, made towards technology absorption, adaptation and innovation  | Nil |
| ii.  | Benefits derived as a result of the above efforts, e.g., product improvement, cost reduction, product development, import substitution, etc.                | Nil |
| iii. | In case of imported technology (imported during the last 5 years reckoned from the beginning of the financial year), following information may be furnished | Nil |
| iv.  | Expenditure incurred on Research & Development  | Nil |

**C. FOREIGN EXCHANGE EARNINGS AND OUTGO**

Foreign Exchange Outgo	:	Nil
Foreign Exchange Earned	:	Nil

## PARTICULARS OF EMPLOYEES

- a. The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year ended June 30, 2015:

Non-Executive Directors	Ratio to Median Remuneration
Mr. Amman Kumar	Nil
Mr. Sanjay Chhabra	Nil
Mr. Vinod Kumar Uppal	Nil
Mr. Saurabh Khanijo	Nil
Ms. Ankita Wadhawan*	Nil

Executive Director(s)	Ratio to Median Remuneration
Mr. Anubhav Dham, Whole-time Director	Nil

\*Since this information is for part of the year, the same is not comparable.

- b. The percentage increase in remuneration of each director, chief executive officer, chief financial officer, company secretary in the financial year:

Directors, Chief Financial Officer and Company Secretary	% Increase in Remuneration in the Financial Year
Mr. Amman Kumar	NA
Mr. Sanjay Chhabra	NA
Mr. Vinod Kumar Uppal	NA
Mr. Saurabh Khanijo	NA
Mr. Anubhav Dham	NA
Ms. Ankita Wadhawan (w.e.f. March 31, 2015)*	NA
Mr. Amarjeet Singh Rawat (Chief Financial Officer)	NA
Mr. Ajai Kumar Gupta (Company Secretary)	NA

\*Since this information is for part of the year, the same is not comparable.

- c. The percentage increase in the median remuneration of employees in the financial year: Nil
- d. The number of permanent employees on the rolls of Company: 8
- e. The explanation on the relationship between average increase in remuneration and Company performance: NA
- f. Comparison of the remuneration of the key managerial personnel against the performance of the Company: Nil

Aggregate remuneration of Key Managerial Personnel (KMP) in FY15	(in Lacs)
Revenue Rs Lacs)	115.23
Remuneration of KMPs (as % of revenue)	Nil
Profit before Tax (PBT) (in Lacs)	104.77
Remuneration of KMP (as % of PBT)	Nil

## ADHBHUT INFRASTRUCTURE LIMITED

- g. Variations in the market capitalisation of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:**

(Amount in Crores)

Particulars	June 30, 2015	June 30, 2014	% Change
Market Capitalisation (BSE)	20.20	NA	NA
Price Earnings Ratio	24.48 times	NA	NA

\*Closing Price as on 30.06.2015 is Rs. 18.36 (BSE) per share.

- h. Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:**

Particulars	March 31, 2015	Date of Last Public Offer	% Change
Market Price (BSE)	–	NA	NA

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

- j. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:**

	Whole-Time Director	Chief Financial Officer	Company Secretary
Remuneration in FY15 (in Lacs)	Nil	Nil	Nil
Revenue (in Lacs)	115.23	115.23	115.23
Remuneration as a % of revenue	Nil	Nil	Nil
Profit before Tax (PBT) (in Lacs)	104.77	104.77	104.77
Remuneration (as % of PBT)	Nil	Nil	Nil

- k. The key parameters for any variable component of remuneration availed by the Directors: NA**
- l. The ratio of the remuneration of the highest paid director to that of the employees who are not Directors but receive remuneration in excess of the highest paid Director during the year: NA**
- m. Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms that it follows the remuneration is as per the remuneration policy of the Company.

**CORPORATE GOVERNANCE REPORT FOR THE YEAR 2014-2015**
**I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE**

The Company is committed to conduct its business in an efficient, fair, honest and ethical manner. Good Corporate Governance goes beyond compliances and requires Management's commitment. It starts with the Board of Directors and percolates down the order throughout the Organization and seeks to raise the standards of Corporate Management, strengthens the Board systems, significantly increase its effectiveness and ultimately serve the objective of maximizing the shareholder's value. The Company's philosophy on Corporate Governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The philosophy of the Company is in consonance with the accepted principles of good governance. The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreement entered into with the BSE Limited with regard to Corporate Governance.

**II. BOARD OF DIRECTORS**

The Business of the Company is managed by the Board of Directors. The Board provides leadership and strategic guidance, objective judgment and exercises control over the Company, while remaining accountable to the stakeholders at all times. The functions of the Board include formulation of strategic business plans, budgets, setting up goals and evaluation of performance, approving corporate philosophy and mission, monitoring corporate performance against strategic business plans, overseeing operations, recruitment of senior management personnel, review of material investment and fixed assets transactions, ensuring compliance with laws and regulations, keeping shareholders informed regarding plans, strategies and performance of the Company and other important matters.

**A. Composition of Board**

The Board of Directors has an optimum combination of Executive and Non-Executive Directors having rich knowledge and experience in the industry for providing strategic guidance and direction to the Company. Presently the Board consists of six members one of whom is Executive, three non executive directors and two independent directors. The Chairman of the Board is a Non-Executive Director. The details of the Directors with regard to their Directorships in other companies, Committee positions as well as attendance at last Annual General Meeting and Board Meetings during the year are as follows:

S. No.	Name of Director/ DIN	Designation	Category	No. of Board Meetings attended	Attendance at the last AGM held on 30.12.14	No. of other Directorship as on 30.06.15	No. of Committees positions held in other Public Companies as on 30.06.15*	
							Member ship	Chairman ship
1.	Mr. Amman Kumar (DIN: 03456445)	Chairman	Non-Executive	9	Yes	18	4	2
2.	Mr. Anubhav Dham (DIN: 02656812)	Whole-time Director	Executive	4	No	9	Nil	Nil
3.	Mr. Saurabh Khanijo (DIN: 00956046)	Director	Independent	8	No	10	2	2
4.	Mr. Sanjay Chhabra (DIN: 01237026)	Director	Independent	3	No	15	4	1
5.	Mr. Vinod Kumar Uppal (DIN: 00897121)	Director	Non-Executive	5	Yes	19	4	2
6.	Ms. Ankita Wadhawan** (DIN: 06971383)	Director	Non-Executive	3	NA	3	Nil	Nil

**Notes:** a) \*Includes only Chairmanship/membership in Audit Committee and Stakeholders' Relationship Committee.  
b) \*\*Ms. Ankita Wadhawan was appointed as a Director of the Company w.e.f. March 31, 2015.

None of the Non Executive Director serves as Independent Director in more than seven listed companies and none of the Executive Director serves as Independent Director on any listed company. As required by Clause 49 of the Listing Agreement, the Company has issued formal letters of appointment to the Independent Directors. The terms and conditions of appointment of Independent Directors are available on the Company's website.

## **B) Board Procedures and Meetings**

The Board of Directors of your Company plays a pivotal role in ensuring good governance and functioning of the Company. The Board's role, functions, responsibility, and accountability are well defined. The Board reviews compliance reports of all laws applicable to the Company, as well as steps taken by the Company to rectify instances of non-compliances, if any.

The Board meets at regular intervals and during the year, nine meetings of the Board of Directors were held on August 28, 2014, October 7, 2014, November 12, 2014, December 4, 2014, February 11, 2015, March 31, 2015, April 20, 2015, May 4, 2015 and May 12, 2015. The gap between no two board meetings exceeded one hundred and twenty days. All the members of the Board were provided requisite information as per Listing Agreement well before the Board Meeting. The Directors of the Company are not related inter-se.

## **C) Independent Directors Meeting**

During the year under review the Independent Directors had one meeting without the presence of Non- Independent Directors and members of the Management. At this meeting, the Independent Directors *inter alia* evaluated the performance of the Non-Independent Directors and the Board of Directors as a whole, evaluated the performance of the Chairman of the Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, the Management and the Board.

## **D) Performance evaluation of Independent Directors:**

The performance of Independent Directors was evaluated by Board of Directors on the basis of policy as laid down by the Nomination and Remuneration Committee.

## **E) Remuneration of Directors**

The remuneration of Executive Directors is fixed by the Board of Directors upon the recommendation of Nomination and Remuneration committee and approved by the shareholders of the Company. The Non-Executive Directors are paid sitting fees for attending the Board Meetings besides reimbursement of out of pocket expenses. Details of remuneration and sitting fees paid to the Directors during the year ended 30<sup>th</sup> June, 2015 are given below:-

### **Executive Director**

<b>Executive Director</b>	<b>Salary* (Rs. in Lacs)</b>	<b>Commission</b>	<b>Total (Rs. in Lacs)</b>
Mr. Anubhav Dham	—	—	—

\*Salary includes basic salary, perquisites and allowances, contribution to provident fund etc.

### **Non Executive Directors**

(Amount in Rs.)

<b>S. No.</b>	<b>Name of directors</b>	<b>Commission</b>	<b>Sitting fees</b>
1.	Mr. Amman Kumar	—	—
2.	Mr. Saurabh Khanijo	—	—
3.	Mr. Sanjay Chhabra	—	—
4.	Mr. Vinod Kumar Uppal	—	—
5.	Ms. Ankita Wadhawan	—	—

## ADHBHUT INFRASTRUCTURE LIMITED

### III BOARD COMMITTEES

#### A) AUDIT COMMITTEE

The Board of Directors has duly constituted an Audit Committee. As at 30th June, 2015, the Audit Committee comprises of one non-executive and two independent Directors. The constitution of the Audit Committee meets the requirement of Section 177 of the Companies Act, 2013 and guidelines set out in the Listing Agreement. All the members of the Committee were provided requisite information as required in the Listing Agreement. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

The terms of reference of the Audit Committee include those specified under Clause 49 of the Listing Agreement as well as under Section 177 of the Companies Act, 2013 which *inter-alia* include:

- to oversee the Company's financial reporting process and disclosure of its financial information.
- to recommend appointment, remuneration and terms of appointment of the Auditors of the Company.
- to review and monitor the Auditor's independence and performance, and effectiveness of audit process.
- to review quarterly and annual financial statements before submission to the Board and to advice and make recommendations to the Board on matters related to financial management of the Company, including Audit Reports.
- to approve or subsequently modify the transactions of the Company with the related parties.
- to scrutinize the inter-corporate loans and investments.
- to assess the value of undertakings or assets of the Company, whenever it is necessary.
- to review and discuss with Auditors about internal control system, major accounting policies & practices reviewing Companies financial and Risk management policies in compliance with the listing agreement and legal requirements concerning financial statements.
- to monitor the end use of funds raised through public offers and related matters and
- to carry out any other functions as is mentioned in terms of reference to the Audit Committee.

The committee met 4 times during the year under review. The Composition of the committee and the attendance of members at the meetings was as follows:

Name of Member	Status	No. of Meetings attended
Mr. Sanjay Chhabra*	Chairperson	4
Mr. Amman Kumar**	Member	4
Mr. Saurabh Khanijo	Member	4

\*Mr. Sanjay Chhabra was appointed as Chairperson of the Committee w.e.f February 11, 2015.

\*\*Mr. Amman Kumar ceased to be the Chairperson of the Committee w.e.f February 11, 2015.

#### B) NOMINATION AND REMUNERATION COMMITTEE

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has constituted the Nomination and Remuneration Committee. The Committee *inter alia* reviews and approves the Annual salaries, commission, service agreement and other employment conditions for the Executive Directors and senior management. The remuneration policy is directed towards rewarding performance, based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice. The Committee comprises of one non-executive and two independent Directors.

The committee met 3 times during the year. The Composition and the attendance of members at the meetings was as follows:

Name of Member	Status	No. of Meetings attended
Mr. Sanjay Chhabra	Chairperson	3
Mr. Saurabh Khanijo	Member	3
Mr. Amman Kumar	Member	3

**C) STAKEHOLDERS' RELATIONSHIP COMMITTEE**

In terms of Section 178 of the Companies Act, 2013 and the Listing Agreement, the Board has constituted the Stakeholders' Relationship Committee. The Committee *inter alia* looks into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend / notices / annual reports. During the year, the committee met four (4) times.

The composition of the Stakeholders' Relationship Committee and the details of meetings attended by its members are given below:

Name of Member	Status	No. of Meetings attended
Mr. Amman Kumar	Chairperson	4
Mr. Sanjay Chhabra	Member	4

During the year, no complaints were received. The Company Secretary of the Company acts as the Secretary to the Stakeholders' Relationship Committee.

**IV COMPLIANCE OFFICER**

The Board has designated Ms. Prerna Wadhwa, Company Secretary as Compliance Officer of the Company.

**V. GENERAL BODY MEETINGS**

The last three Annual General Meetings were held as under:-

YEAR	DATE & TIME	LOCATION	WHETHER SPECIAL RESOLUTION(S) WERE PASSED
2011-12	31 <sup>st</sup> December, 2012 at 10.30 A.M.	At the Registered Office at 910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001	No Special resolution was passed
2012-13	27 <sup>th</sup> September, 2013 at 10.00 A.M.	At the Registered Office at 910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001	No Special resolution was passed
2013-14	30 <sup>th</sup> September, 2014 at 10.00 A.M.	At the Registered Office at 910, Ansal Bhawan, 16, K.G. Marg, New Delhi- 110001	No Special resolution was passed

Postal Ballot held during the financial year 2014-15

During the year under review, the members of the Company passed 2(Two) Special Resolutions through Postal Ballot in accordance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration rules), 2014. Approval of the Members of the Company was sought vide Notice dated October 7, 2014 through Postal Ballot including e-voting.

The Company had appointed Ms. Iqneet Kaur, Company Secretary, as the scrutinizer for the aforesaid postal ballot process. The Special resolutions were passed by the requisite majority and based on the report submitted by the scrutinizer, the Chairman announced the results of the Postal Ballot on Monday, November 17, 2014. The said results was also posted on the website of the Company, besides being communicated to the Stock Exchange. The results(s) of the Postal Ballot were also published in the newspapers.

Details of Special Resolutions passed on November 17, 2014 and the result of voting is as follows:-



## ADHBHUT INFRASTRUCTURE LIMITED

1. For borrowing by the Company upto Rs. 1000 Crores (Rupees One Thousand Crores only)

Description	Special Resolution under Section 180(1)(c) of the Companies Act, 2013
No. of valid votes polled (% age)	8656230 (100%)
Votes cast in favour of the resolution (% age)	8648530 (99.91%)
Votes cast against the Resolution (% age)	7700 (0.09%)

2. For Charging/Mortgaging the assets/properties of the Company upto Rs. 1000 Crores (Rupees One Thousand Crores only)

Description	Special Resolution under Section 180(1)(a) of the Companies Act, 2013
No. of valid votes polled (% age)	8656230 (100%)
Votes cast in favour of the resolution (% age)	8648530 (99.91%)
Votes cast against the Resolution (% age)	7700 (0.09%)

The Company may seek to pass Special Resolution(s) in Financial Year 2015-16 through Postal Ballot, as and when required, subject to applicable laws.

### VI. DISCLOSURES

#### (A) Basis of related Party Transactions

The details of all related parties transactions are placed before the audit committee for its approval. However, There were no related party transactions during the financial year 2014-15. Policy on dealing with related party transactions is available on the website of the Company (URL <http://www.adhbhutinfra.com/investors>).

#### (B) Vigil Mechanism / Whistle Blower Policy

The Company encourages an open door policy where its employees have access to the Head of the business/function. In terms of the Whistle Blower Policy of the Company, any instance of non adherence to the policy, employee misconduct, illegality or any other observed unethical behavior are to be brought to the attention of the immediate reporting authority, who is required to report the same to the Head of Corporate Human Resources. Further, the mechanism adopted by the Company encourages the Whistle Blower to report genuine concerns or grievances and provides adequate safeguards against victimization of Whistle Blower who avail of such mechanism. Under the Policy, every Director and employee has been provided direct access to the Chairman of the Audit Committee.

#### (C) Details of non-compliance by the Company

There were no instances of non-compliance by the Company and no penalties, or strictures were imposed on the Company by Stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

#### (D) Code of Business Conduct and Ethics for Directors and Managerial Personnel

The Board has framed a Code of Conduct for all Board members and senior management of the Company. The Code has been posted on the website of the Company ([www.adhbhutinfra.com](http://www.adhbhutinfra.com)). All Board members and senior management personnel have confirmed compliance with the Code for the financial year 2014-2015. A declaration to this effect signed by the Whole-time Director of the Company forms part of this Annual Report.

#### (E) Disclosure of Accounting Treatment

In the preparation of financial statements for the year ended 30<sup>th</sup> June, 2015; there was no treatment different from that prescribed in Accounting Standards that had been followed.

**F) Risk Management**

The Company has framed a Risk Management Policy to inform Board members about the risk assessment and minimization procedures. These procedures are periodically reviewed to ensure that executive management controls risk through means of properly defined framework. The Company's Risk Management Policy focuses on ensuring that risks are identified and addressed on a timely basis. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

**G) Proceeds from Public Issues, Rights Issues, and Preferential Issues etc.**

During the year under review, there were no proceeds from Public issues, Rights issues or Preferential issues.

**H) Details of Compliance with Mandatory Requirements and adoption of Non Mandatory Requirements****Mandatory requirements**

The Company is fully compliant with the applicable mandatory requirements of Clause 49 of the Listing Agreement.

**Non Mandatory Requirements**

Details of non-mandatory requirements of clause 49 to the extent to which the Company has adopted are given below:

**a) The Board**

Mr. Amman Kumar, the non-executive Chairman has not desired an office at the Company's expense.

**b) Audit qualifications**

There is no audit qualification in respect of financial statements of the Company.

**c) Reporting of Internal Auditor**

The Internal auditor may report directly to the Audit Committee.

**VII. MEANS OF COMMUNICATION**

During the year under review, Results for quarters ended 30<sup>th</sup> September, 2014 and 31<sup>st</sup> December, 2014 and 31<sup>st</sup> March, 2015 and the year ended 30<sup>th</sup> June, 2015 have been published in English (The Statesman) and also in a vernacular language newspaper (Hari Bhoomi).

In addition, the Company uploads its Financial Results, Shareholding Pattern and other information on its website i.e. [www.adhbhutinfra.com](http://www.adhbhutinfra.com).

The Company had submitted all compliances for the quarter ended on 30<sup>th</sup> September, 2014, 31<sup>st</sup> December, 2014 and 31<sup>st</sup> March, 2015 to the Delhi Stock Exchange Limited and for quarter and year ended on 30<sup>th</sup> June, 2015 to the BSE Limited and on the BSE online portal – BSE Corporate Compliance & Listing Center. Delhi Stock Exchange vide their letter no. DSE LIST/4863/1469 dated 18.05.2015 has informed that the company is not required to comply with the Listing Agreement made with the Delhi Stock Exchange and is not required to pay listing fee effective 1st April 2015 onwards.

**VIII. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

A Management Discussion and Analysis Report is given by means of a separate annexure forming part of this Annual Report.

## ADHBHUT INFRASTRUCTURE LIMITED

### IX. GENERAL MEMBERS' INFORMATION

#### A. GENERAL INFORMATION

Registered Office	910, Ansal Bhawan, 16, K.G. Marg, New Delhi- 110001
Annual General Meeting: Day/Date/Time/Venue:	Wednesday, the 30 <sup>th</sup> December, 2015 at 10.00 A.M. 910, Ansal Bhawan, 16, K.G. Marg, New Delhi- 110001
Financial Year	July 1 to June 30.
Book Closure	December 24, 2015 to December 30, 2015
Equity Dividend payment date	N/A
Listing on Stock Exchanges	BSE LIMITED [Listed w.e.f. 19.06.2015] The Company has paid the requisite fee to BSE Limited for listing of its equity shares under direct listing route.
ISIN CODE	INE578L01014
Stock Code Equity Share:	539189

#### B. Tentative Calendar for the Financial Year 2015-2016

PARTICULARS	DATES
First Quarter Results	Mid of November, 2015
Second Quarter Results	Mid of February, 2016
Third Quarter and the year ended Results	Up to end of May, 2016

The Company's quarterly Un-audited Financial Results are subject to Limited Review by Statutory Auditors and Annual results are subject to Audit by the Statutory Auditors. Quarterly Un-audited and Annual Audited Financial Results are published in the newspapers and also forwarded to the BSE Limited.

#### C. Dematerialization of shares and liquidity

As on 30<sup>th</sup> June, 2015, 9648100 Equity Shares representing 87.71% of the Company's Equity Share Capital are in dematerialized form. The Equity shares of the Company are traded on the BSE Limited.

#### D. Share Transfer System

Pursuant to directions of SEBI, the facility to hold the Company's shares in electronic form is available to the shareholders as the Company is registered with both the Depositories namely NSDL & CDSL. Share Transfer documents for physical transfer and requests for dematerialisation of shares may be sent to Company's Registrar and Share Transfer Agents.

#### E. Registrar & Share Transfer Agent

M/s Beetal Financial & Computer Services (P) Limited  
Behind L.S.C., Near Dada Harsukh Das Mandir,  
New Delhi- 110062  
Phone No. 011-29961281-83  
Fax No: 011-29961284  
Email: [beetalrta@gmail.com](mailto:beetalrta@gmail.com)  
Website: [www.beetalfinancial.com](http://www.beetalfinancial.com)

## ADHBHUT INFRASTRUCTURE LIMITED

### F. Market Price Data

Monthly High/Low prices per share during the Financial Year 2014-2015 (listed at BSE w.e.f 19<sup>th</sup> June, 2015)

Month	BSE	
	High (Rs.)	Low (Rs.)
June 2015	18.36	17.49

### G. Shareholding pattern as on 30<sup>th</sup> June, 2015

CATEGORY	NUMBER OF SHARES HELD	(%) PERCENTAGE OF SHAREHOLDING
Promoters	8230530	74.82
Bodies Corporate	1416778	12.88
Resident Individuals	1352654	12.30
HUF	36	0.00
Clearing Member	2	0.00
	<b>11000000</b>	<b>100</b>

### H. Distribution of Shareholding as on 30<sup>th</sup> June, 2015

SHAREHOLDING OF NOMINAL VALUE OF RS.	NO. OF SHAREHOLDERS	NO. OF SHARES
Upto 5000	360	940
5001-10000	—	—
10001-20000	49	53810
20001-30000	12	26400
30001-40000	7	23100
40001-50000	7	30800
50001-100000	9	58300
100001 and above	50	10806650
<b>Total</b>	<b>494</b>	<b>11000000</b>

### I. Outstanding GDRs/ADRs/Warrants/or any Convertible instruments, Conversion date and likely impact on equity

The Company has not issued any ADR/GDR/Warrant or any other convertible instruments.

### J. Investors' Correspondence:

Ms. Perna Wadhwa  
Company Secretary & Compliance Officer  
910, Ansal Bhawan, 16, K.G. Marg,  
New Delhi- 110001  
E-mail: Adhbhut.ind@rediffmail.com

By Order of the Board  
For ADHBHUT INFRASTRUCTURE LIMITED

Place : New Delhi  
Dated : 4<sup>th</sup> December, 2015

Sd/-  
(Amman Kumar)  
Chairman  
DIN:03456445

**AUDITORS' REPORT ON COMPLIANCE OF  
CONDITIONS OF CORPORATE GOVERNANCE**

**TO  
THE SHAREHOLDERS  
ADHBHUT INFRASTRUCTURE LIMITED**

We have examined the compliance of conditions of Corporate Governance by **Adhbhut Infrastructure Limited** for the Financial Year ended on 30<sup>th</sup> June, 2015 as stipulated in Clause 49 of the Listing Agreement of the said Company with the stock exchanges.

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

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of corporate governance as stipulated in the above-mentioned Listing Agreement.

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

**For B. Lugani & Associates**  
Chartered Accountants  
FRN. 002560N

Place : New Delhi  
Date : 04.12.2015

Sd/-  
**(B. Lugani)**  
Partner  
Membership No. - 081454

**DECLARATION REGARDING CODE OF CONDUCT BY CEO UNDER CLAUSE 49  
OF THE LISTING AGREEMENT**

As required under Clause 49 of the Listing Agreement with Stock Exchange, it is hereby confirmed that for the period ended on 30<sup>th</sup> June, 2015, the Directors of the Company have affirmed compliance with the Code of Conduct for Board Members as applicable to them and members of the senior management have affirmed compliance with Code of Conduct, as applicable to them.

Place : New Delhi  
Date : 04.12.2015

Sd/-  
**(Anubhav Dham)**  
Wholetime Director  
DIN: 02656812

**CEO AND CFO CERTIFICATION**

We, Anubhav Dham, Whole-time Director and Amarjeet Singh Rawat, Chief Financial Officer, responsible for the finance functions certify to the Board that:

- a) We have reviewed the financial statements and Cash Flow Statement for the year ended 30<sup>th</sup> June, 2015 and to the best of our knowledge and belief:
  - I. these statements do not contain any materially untrue statements or omit any material fact or contain statements that might be misleading;
  - II. these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- b) To the best of our knowledge and belief, no transactions entered into by the Company during the year ended 30<sup>th</sup> June, 2015 are fraudulent, illegal or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of the internal control systems of the Company pertaining to the financial reporting. Deficiencies in the design or operation of such internal controls, if any, of which we are aware, have been disclosed to the auditors and the Audit Committee and steps have been taken to rectify these deficiencies.
- d)
  - I) There has not been any significant change in internal control over financial reporting during the year under reference;
  - II) There has not been any significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - III) We are not aware of any instance during the year of significant fraud with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

By Order of the Board  
For Adhbhut Infrastructure Limited

Place : New Delhi  
Date : 04.12.2015

Sd/-  
**(Amarjeet Singh Rawat)**  
Chief Financial Officer

Sd/-  
**(Anubhav Dham)**  
Whole-time Director  
DIN: 02656812

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

#### ECONOMIC OVERVIEW

The Indian economy has been reporting a growth of less than 5% for the past two financial years due to the sustained slowdown of the global economy, the Euro crisis, and structural constraints and inflationary pressures in India. The country's GDP growth was 4.5% and 4.7% in FY13 and FY14, respectively. Almost all the sectors recorded a decline, but the services sector, on which the commercial real estate is directly dependent, showed resilience with a marginal decline in its growth to 6.8% in FY14 from 7% in FY13. Economic revival is expected in the near future due to the new stable Government in India and its plans to revive the country's economy<sup>1</sup>.

The Company visualizes a pick up in real estate demand beginning from the second half of FY'15.

#### INDUSTRY STRUCTURE AND DEVELOPMENTS

India's infrastructure sector continues to be a key driver of the nation's economic progress. Despite battering through an ever growing gauntlet of challenges like rising interest rates, inflation, sluggish order inflows and squeezed profitability, the infrastructure sector continues to perform convincingly better. Infrastructure business foreseeing immense growth in the infrastructure sector, diversified into real estate development and operations spanning all key segments of the Indian real estate industry, namely the residential, commercial, and retail sectors. The Company's operations encompass various aspects of real estate and Infrastructure development and all types of erection, commissioning projects on turnkey basis.

Infrastructure is the main priority of Indian Government currently. The development of infrastructure today is the main tool to achieving GDP growth targets. The sector needs huge finances and massive funding. Nearly all of the infrastructure sectors present excellent opportunities for construction, with roads and highways, ports and airports, railways and power standing out as bright spots, with huge sums of investment planned.

India's economy is big and getting bigger. Liberal and supportive Government policies coupled with deliberate strategies to promote infrastructure spells great opportunities for engineering and construction (E&C) companies in India. Along with construction, allied industries like cement, steel etc are also likely to notice a rise in demand.

#### OUTLOOK

Your Company is continuously doing efforts for seeking to concentrate on certain key geographic markets, and to achieve a suitable product and price combination in these markets. Your Company is also investing in the development of supporting urban infrastructure in certain select, strategic locations to ensure the high quality of development. As your Company continues to build on its core business of real estate development, your Company believes that it is well placed to achieve its target of executing its real estate development and taking advantage of a potential revival in economic growth and its resultant positive effects on the real estate sector. Foreign institutional Investors have also shown confidence in the country's construction and are showing up investments in India. This is a positive sign and will open new areas of growth and development.

#### OPPORTUNITIES

Better Business Opportunities means better growth. In today's era, lots of Growth opportunities are available to infrastructure industry and the only need is to grab and act on them with perfect vision and mission. After analysis, broadly speaking, the following opportunities are available to the Company to achieve the desired position and goal:

- FDI upto 100 percent allowed for development of township and settlements, will provide opportunities in the sector.
- Redevelopment will be the keyword in the coming years as the supply of vacant land is getting exhausted, particularly in metro cities. Integrated townships and urban infrastructure have emerged as new focus areas in the realty space.

1. Source Real estate-making India' November 2014 by FICCI

- Growing requirements of space from sectors such as education, healthcare and tourism provide opportunities in the real estate sector with IT parks, retail, hospitality, SEZ, financial services, telecom and other new age sectors taking centre stage will continue providing tremendous room for growth in commercial office space.
- Urban population has been increasing. Urbanization and growing household income are some of the major factors that influence demand for residential real estate and growth in the retail sector.

**THREATS/RISKS**

Risks, when indeterminate, are worse than assessed risks. The obvious outcome of the situation is that the Banks and Financial Institutions hesitate in lending to the operators of Construction Industry or alternatively lend in absence of authentic and reliable inputs. Either of the situations is detrimental to the overall growth of the industry and thus, the economy. It is therefore of paramount importance that the present operating systems be substantially strengthened to provide comfort to the financial systems. Mitigation of risks is the all-encompassing requirement. Broadly speaking, Construction Projects face the following type of risks:

- Depressed demand, together with increased construction costs - both material and labour which has been putting pressure on the cost of projects and profit margins.
- Any adverse move by the banking sector towards the lending policy on the real estate loans may increase the cost of borrowing.
- The delay in approvals of project and amendments in the various Rules and Regulations would impact new launches and increase in the cost of the projects.

**SEGMENT WISE PERFORMANCE**

The Company deals in only one segment i.e. Real Estate. Therefore, it is not required to give segment wise performance.

**FINANCIAL PERFORMANCE****REVENUE**

During F.Y 2015, the Company achieved a Revenue of Rs.115.23 lacs as compared to Rs. 102.75 lacs in the previous year. EBITDA stood at Rs.105.25 lacs as compared to Rs. 40.12 lacs in previous year.

**CAPITAL EMPLOYED**

The Capital Employed in the business stood at Rs. 22,97,78,328 as on June 30, 2015 as compared to Rs. 22,15,04,820 as on June 30, 2014.

**SHAREHOLDERS' FUNDS AND NET WORTH**

The Authorized share capital of the Company as at 30th June 2015 stood at Rs. 125,000,000 divided into 1,10,00,000 equity shares of Rs. 10/- each and 15,00,000 preference shares of Rs. 10/- each. The Paid up Share Capital as of 30th June, 2015 was Rs.125,000,000 divided into 1,10,00,000 equity shares of Rs. 10/- each and 15,00,000 preference shares of Rs. 10/- each. During the year under review there was no change in the authorized and paid up capital of the Company.

**TOTAL DEBT**

As of 30th June 2015, the Company does not have any debt.

**RISK MANAGEMENT**

The Company is exposed to a number of risks such as economic, regulatory, taxation and environmental risks and also the investment outlook towards Indian real estate sector. Some of the risks that may arise in its normal course of business and impact its ability for future developments include liquidity risk, counterpart risk, regulatory risk etc. Your Company has implemented risk management policies and guidelines that set out the tolerance for risk.



## **ADHBHUT INFRASTRUCTURE LIMITED**

---

### **INTERNAL CONTROL SYSTEMS**

The company has proper and adequate system of internal controls commensurate with its size and nature of operations to provide assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly; applicable status, the code of conduct and corporate policies are duly complied with.

The Company has an internal audit department which conducts audit in various functional areas as per audit programme approved by the Audit Committee of Directors. The internal audit department reports its findings and observations to the audit committee, which meets at regular intervals to review the audit issues and to follow up implementation of corrective actions.

The committee also seeks the views of statutory auditors on the adequacy of the internal control system in the company. The audit committee has majority of independent directors to maintain the objectivity.

### **HUMAN RESOURCES DEVELOPMENT:**

Employees are the key to achieve the Company's objectives and strategies. The Company provides to the employees a fair equitable work environment and support from their peers with a view to develop their capabilities leaving them with the freedom to act and to take responsibilities for the tasks assigned. The Company strongly believes that its team of capable and committed manpower, which is its core strength, is the key factor behind its achievements, success and future growth.

We are continuously working to create and nurture an organization that is highly motivated, result oriented and adaptable to the changing business environment.

The industrial relations remained cordial during the year.

### **FORWARD LOOKING STATEMENTS**

This communication contains statements that constitute 'forward looking statements' including, without limitation, statements relating to the implementation of strategic initiatives and other statements relating to our future business developments and economic performance. While these forward looking statements represent the management's judgements and future expectations concerning the development of our business a number of risks, uncertainties and other important factors could cause actual developments and results to differ materially from our expectations.

These factors includes, but not limited to general Market, Macro Economic, Governmental, regulatory trends, movement in currency exchange, interest rate, competitive pressures, technological developments, changes in Financial Conditions of third party dealing with us, legislative developments and other key factors that could adversely affect our business and Financial Performance.

Adhbhut Infrastructure undertakes no obligation to publicly revise any forward looking statements to reflect forward looking statements to reflect future events or circumstances.

**INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS**

**To**  
**The Members of M/s Adhbhut Infrastructure Limited**

**Report on the financial statements**

We have audited the accompanying financial statements of **M/s Adhbhut Infrastructure Limited (The "Company")** which comprise the Balance Sheet as at 30<sup>th</sup> June 2015, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, 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 preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flow 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 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 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 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 the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers the internal 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 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.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the 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 30<sup>th</sup> June 2015 and its profit and its cash flow for the year ended on that date.

**Report on other Legal and regulatory requirements**

1. We give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Companies (Auditor's Report) Order, 2015 issued by Central Government of India pursuant to section 143(11) of the Act.

## ADHBHUT INFRASTRUCTURE LIMITED

---

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.
- (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 and the Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the Balance Sheet and the Statement of Profit and Loss comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the 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 litigation. Hence no comments are required on this.
  - (ii) The Company has not entered into any long term contract including derivative contracts. Hence provisions of this clause are not applicable to the Company.
  - (iii) There is no amount outstanding required to be transferred to Investor Education and Protection Fund by the Company.

**For B. Lugani & Associates**  
Chartered Accountants  
FRN.: -002560N

Place : New Delhi  
Date : 24.08.2015

Sd/-  
**(B. Lugani)**  
Partner  
M.No. 081454

### ANNEXURE TO AUDITORS' REPORT

Referred to in Paragraph 3 of our Report of even date:

- 1.
  - (a) The Company has maintained proper records showing full particulars, including quantitative details and the situation of its fixed assets.
  - (b) The fixed assets have been physically verified by the management during the year. In our opinion, the frequency of verification of the fixed assets by the management is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- 2. The Company had not been carrying any inventory at any time during the year, hence in our opinion provision of para 3(ii) are not applicable.
- 3. During the year, the Company has not granted any loans, secured or unsecured to Companies, firm or other parties covered in the registers maintained under Section 189 of the Companies Act, 2013, and hence provisions of para 3(iii) of the order are not applicable.
- 4. In our opinion, and according to the information and explanations provided to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business. During the course of our audit, no major weakness has been noticed in the internal control.

5. The Company has not accepted any deposits from public
6. We have been informed by the management that maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act.
7.
  - a) According to the information and explanation given to us, the company is regular in depositing statutory dues which are applicable for the year under audit.
  - b) There were no disputed amounts payable in respect of statutory dues as at 30<sup>th</sup> June 2015.
  - c) Provisions of clause (c) are not applicable.
8. The Company neither has accumulated losses at the end of the financial year nor has incurred cash losses during the current financial year and in the immediately preceding financial year;
9. Based on our audit procedures and the information and explanations given by the management, we are of the opinion that the Company has not borrowed from financial institutions or banks or through issue of debentures. Hence, Comments under the clause are not called for.
10. The Company has not given any guarantee for loans taken by others from bank or financial institutions.
11. The Company has not taken any term loan from bank or financial institutions. Hence the comments under the clause are not called for.
12. Based on the audit procedures performed and information and explanations given to us by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

**For B. Lugani & Associates**  
Chartered Accountants  
FRN.: -002560N

Place : New Delhi  
Date : 24.08.2015

Sd/-  
**(B. Lugani)**  
Partner  
M.No. 081454

# ADHBHUT INFRASTRUCTURE LIMITED

## BALANCE SHEET AS AT 30TH, JUNE 2015

(Amount in Rs.)

PARTICULARS		NOTES	As At 30th June, 2015	As At 30th June, 2014
<b>I</b>	<b>EQUITY AND LIABILITIES</b>			
1	Shareholder's Funds:			
a)	Share Capital	2	12,50,00,000	12,50,00,000
b)	Reserve and surplus	3	8,50,73,749	7,68,00,241
			<b>21,00,73,749</b>	<b>20,18,00,241</b>
2	Non Current Liabilities			
a)	Other Long Term Liabilities	4	1,97,04,579	1,97,04,579
3	Current Liabilities			
a)	Other current liabilities	5	34,85,84,199	38,94,25,522
b)	Short-Term Provision	6	10,55,702	45,897
			<b>34,96,39,901</b>	<b>38,94,71,419</b>
	<b>TOTAL</b>		<b>57,94,18,229</b>	<b>61,09,76,239</b>
<b>II.</b>	<b>ASSETS</b>			
1	Non-Current Assets			
a)	Fixed Assets			
i)	Tangible Assets	7	45,438	46,187
b)	Non Current Investments	8	51,74,72,856	52,28,72,856
			<b>51,75,18,294</b>	<b>52,29,19,043</b>
2	Current Assets			
a)	Trade Receivable	9	1,08,66,238	2,82,21,830
b)	Cash and Cash Equivalent	10	27,50,226	22,88,652
c)	Short-Term Loans & Advances	11	4,82,83,471	5,75,46,714
			<b>6,18,99,935</b>	<b>8,80,57,196</b>
	<b>TOTAL</b>		<b>57,94,18,229</b>	<b>61,09,76,239</b>
	Summary of significant accounting policies	1	—	—
	The accompanying notes are an integral part of the financial statements			

For and on behalf of the Board

As per our report of even date annexed

**For B. Lugani & Associates**

Chartered Accountants

FRN.: 002560N

Sd/-

**(B. Lugani)**

Partner

M.No.: 081454

Sd/-

**Amarjeet Singh Rawat**

CFO

Sd/-

**Ajai Kumar Gupta**

Company Secretary

Sd/-

**Amman Kumar**

Director

Sd/-

**Vinod Kumar Uppal**

Director

Place : New Delhi

Date : 24.08.2015

# ADHBHUT INFRASTRUCTURE LIMITED

## STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 30TH JUNE, 2015

(Amount in Rs.)

PARTICULARS	NOTES	For The Year Ended 30th June, 2015	For The Year Ended 30th June, 2014
<b>I INCOME</b>			
Income from Operation	12	1,15,23,275	1,02,75,495
Total Income		1,15,23,275	1,02,75,495
<b>II Expenses</b>			
Employee Benefit Expenses	13	3,85,726	25,59,674
Other expenses	14	6,12,140	37,03,565
Depreciation	7	47,949	14,664
Total expenses		10,45,815	62,77,903
Profit before tax		1,04,77,460	39,97,592
Tax expenses			
Current tax		22,03,952	12,40,253
Profit after tax		82,73,508	27,57,339
Earning per equity share (Basis & Diluted)			
equity share of par value Rs. 10/ each		0.75	0.25
Summary of significant accounting policies	1		
The accompanying notes are an integral part of the financial statements			

For and on behalf of the Board

As per our report of even date annexed

**For B. Lugani & Associates**

Chartered Accountants

FRN.:- 002560N

Sd/-

**(B. Lugani)**

Partner

M.No.:- 081454

Sd/-

**Amarjeet Singh Rawat**

CFO

Sd/-

**Ajai Kumar Gupta**

Company Secretary

Sd/-

**Amman Kumar**

Director

Sd/-

**Vinod Kumar Uppal**

Director

Place : New Delhi

Date : 24.08.2015

# ADHBHUT INFRASTRUCTURE LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 30TH JUNE, 2015

PURSUANT TO CLAUSE 32 OF LISTING AGREEMENT WITH STOCK EXCHANGES

(Amount in Rs.)

PARTICULARS	For the Year Ended 30th June 2015	For the Year Ended 30th June 2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit after tax & extraordinary items	82,73,508	27,57,339
Receipts from Media Business		
Adjustments to reconcile profit before tax & extraordinary items to cash provided by operations:		
Add: Depreciation	47,949	14,664
Loss/(Gain) on sale of fixed assets, net	—	—
Profit on sale of Investments, net	—	—
Dividend Income	—	—
Interest Received & Other Income	—	—
Deferred & Preliminary exps written off	—	—
	<b>83,21,457</b>	<b>27,72,003</b>
Decrease in current assets, loans & advances:		
(Increase)/Decrease Inventories	—	—
(Increase)/Decrease Sundry Debtors	1,73,55,592	1,05,35,709
(Increase)/Decrease Loans & Advances	92,63,243	84,68,80,382
Increase/(Decrease) in Current Liabilities	3,98,31,518	(76,56,31,052)
Income Taxes paid during the year	—	—
<b>Cash generation by operations</b>	<b>(48,91,226)</b>	<b>9,45,57,042</b>
Interest Received & Other Income	—	—
Dividend Received	—	—
Net Cash from operating activities	(48,91,226)	9,45,57,042
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Investments	54,00,000	(10,95,51,234)
Purchase of Fixed Assets	(47,200)	—
Net Cash from Investing activities	<b>53,52,800</b>	<b>(10,95,51,234)</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of share capital	—	—
Proceeds from new borrowings	—	—
Repayment of borrowings	—	—
Exchange difference	—	—
Dividend	—	—
Income Tax on Dividend	—	—
Net Cash from financing activities	—	—
Net Cash flow during the year (A+B+C)	4,61,574	(1,49,94,193)
Cash & cash equivalents (opening balance)	22,88,652	1,72,82,844
<b>Cash &amp; cash equivalents (closing balance)</b>	<b>27,50,226</b>	<b>22,88,652</b>

### Notes to Cash Flow Statement

Figures in brackets indicate cash outflow and without brackets indicate cash inflow.

For and on behalf of the Board

Sd/-  
**Amarjeet Singh Rawat**  
CFO

Sd/-  
**Ajai Kumar Gupta**  
Company Secretary

Sd/-  
**Amman Kumar**  
Director

Sd/-  
**Vinod Kumar Uppal**  
Director

As per our report of even date annexed

### For B. Lugani & Associates

Chartered Accountants  
FRN.: 002560N

Sd/-

**(B. Lugani)**

Partner

M.No. 081454

Place : New Delhi

Date : 24.08.2015

**NOTE - 1 NOTES TO ACCOUNTS****1. SIGNIFICANT ACCOUNTING POLICIES****i) Basic of Accounting :**

The Financial Statements have been prepared and presented under the historical cost convention on an accrual basis of accounting and in accordance with the accounting principles generally accepted in India and comply with the Accounting Standards referred in the Companies (Accounting Standards) Rules, 2006 which continue to apply under section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Account) Rules, 2014.

**ii) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is recognized on accrual basis in accordance with the terms of relevant agreement.

**iii) Fixed Assets:**

Fixed Assets are accounted for at cost, inclusive of expenses relating to acquisition thereof.

**iv) Depreciation:**

Depreciation on fixed assets is provided on the basis of SLM based on useful life of assets as prescribed in Scheduled II of the Companies Act 2013.

**v) Provision for current tax:**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961.

**vi) Investment**

- (a) The cost of an investment includes incidental expenses like brokerage, fees and duties incurred prior to acquisition.
- (b) Long term investments are shown at cost. Provision for diminution is made only if; in the opinion of the management such a decline is other than temporary.

**vii) Contingent Liabilities**

No provision is made for a liability which is contingent in nature but if material, the same is disclosed by way of note to the accounts.



## ADHBHUT INFRASTRUCTURE LIMITED

### NOTES TO ACCOUNTS

#### 1. Auditors remuneration:-

	Year Ended 30.06.15	Year Ended 30.06.14
Audit Fee	₹ 61,798	₹ 61,798
Internal Audit Fee	₹ 25,000	Nil

2. In accordance with the requirements of Accounting Standard (AS-18), the names of the Related Party parties where control exists and/or with whom transactions have taken place during the year and description of relationships as identified and certified by the management are as hereunder:

I. Subsidiaries Companies

Nil

II. Key Management Personnel

Mr. Anubhav Dham

3. Previous year figures have been regrouped/ rearranged wherever considered necessary.

Sd/-  
**Amarjeet Singh Rawat**  
CFO

Sd/-  
**Ajai Kumar Gupta**  
Company Secretary

Sd/-  
**Amman Kumar**  
Director

Sd/-  
**Sanjay Chhabra**  
Director

In terms of our report of even date annexed

**For B. Lugani & Associates**

Chartered Accountants

FRN.: 002560N

Sd/-

**(B. Lugani)**

Partner

M.No.: 081454

Place : New Delhi

Date : 24.08.2015

## NOTES FORMING PART OF THE BALANCE SHEET AS AT 30th JUNE, 2015

## NOTE 2 SHARE CAPITAL

(Amount in Rs.)

PARTICULARS	As at 30th June, 2015	As at 30th June, 2014
<b>AUTHORISED CAPITAL</b>		
1,10,00,000 Equity Share of ₹ 10/- each	11,00,00,000	11,00,00,000
(Previous year 1,10,00,000 Equity Share of ₹ 10/- each)		
15,00,000 (15,00,000) 1% Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 10/- each	1,50,00,000	1,50,00,000
<b>ISSUED, SUBSCRIBED AND PAID UP CAPITAL</b>		
1,10,00,000 Equity Share of ₹ 10/- each fully paid up	11,00,00,000	11,00,00,000
(Previous year 1,10,00,000 Equity Share of ₹ 10/- each)		
15,00,000 (15,00,000) 1% Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 10/- each	1,50,00,000	1,50,00,000
<b>TOTAL</b>	<b>12,50,00,000</b>	<b>12,50,00,000</b>

## NOTE 2.1. Reconciliation of Equity Shares outstanding at the beginning and at the end of the year

PARTICULARS	As at 30th June, 2015		As at 30th June, 2014	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Shares outstanding at the beginning of the Year	110,00,000	11,00,00,000	110,00,000	11,00,00,000
Add: Bonus Shares Issued during the Year	—	—	—	—
Shares outstanding at the end of the Year	1,10,00,000	11,00,00,000	1,10,00,000	11,00,00,000

## Note 2.2. Reconciliation of 1% Non Convertible Non Cumulative Redeemable Preference Shares outstanding at the beginning and at end of the year

PARTICULARS	As at 30th June, 2015		As at 30th June, 2014	
	No. of Shares	Amount in Rs.	No. of Shares	Amount in Rs.
Shares outstanding at the beginning of the Period	15,00,000	1,50,00,000	15,00,000	1,50,00,000
Add: Shares Issued during the Year	—	—	—	—
Shares outstanding at the end of the Year	15,00,000	1,50,00,000	15,00,000	1,50,00,000

## NOTE 3 RESERVE &amp; SURPLUS

(Amount in Rs.)

PARTICULARS	As at 30th June, 2015	As at 30th June, 2014
<b>a) Share Premium</b>		
Balance as per Last Financial Year	3,50,00,000	3,50,00,000
Add: Addition during the year	—	—
Closing Balance	3,50,00,000	3,50,00,000

## ADHBHUT INFRASTRUCTURE LIMITED

<b>b) General Reserves</b>		
Balance as per Last Financial Year	1,67,00,000	1,42,00,000
Add: Amount Transferred from Profit/ (Loss) Account	25,00,000	25,00,000
Closing Balance	1,92,00,000	1,67,00,000
<b>c) Surplus from the Statement of Profit/ (Loss)</b>		
Balance as per Last Financial Year	2,51,00,241	2,48,42,902
Add: Profit / (Loss) during the Financial Year	82,73,508	27,57,339
Less: Appropriations		
General Reserve	25,00,000	25,00,000
Closing Balance (a+b+c)	3,08,73,749	2,51,00,241
<b>TOTAL</b>	<b>8,50,73,749</b>	<b>7,68,00,241</b>

### NOTE 4 OTHER LONG TERM LIABILITIES

(Amount in Rs.)

PARTICULARS	As at 30th June, 2015	As at 30th June, 2014
Security Received	1,97,04,579	1,97,04,579
<b>TOTAL</b>	<b>1,97,04,579</b>	<b>1,97,04,579</b>

### NOTE 5 OTHER CURRENT LIABILITIES

(Amount in Rs.)

PARTICULARS	As at 30th June, 2015	As at 30th June, 2014
Other Liability	34,72,10,030	38,41,81,328
Expenses Payable	13,74,169	52,44,194
<b>Total (a)</b>	<b>34,85,84,199</b>	<b>38,94,25,522</b>

### NOTE 6 SHORT TERM PROVISION

(Amount in Rs.)

PARTICULARS	As at 30th June, 2015	As at 30th June, 2014
Provision for Tax	10,55,702	45,897
<b>Total (b)</b>	<b>10,55,702</b>	<b>45,897</b>

(Amount in Rs.)

## NOTE 7 : TANGIBLE ASSETS

Particulars	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	As on 1.07.14	Additions during the Period	Total as on 30.06.15	Upto 1.07.14 For the Year	Upto 30.06.15	As on 30.06.14 As on 30.06.15
Computer System Furniture & Fixture	3,80,113 1,45,863	47,200 -	4,27,313 1,45,863	33,795 14,154	3,89,168 1,38,570	38,145 7,293
<b>Total</b>	<b>5,25,976</b>	<b>47,200</b>	<b>5,73,176</b>	<b>47,949</b>	<b>5,27,738</b>	<b>45,438</b> <b>46,187</b>
Previous Year	5,25,976	-	5,25,976	14,664	4,79,789	-

## ADHBHUT INFRASTRUCTURE LIMITED

### NOTE 8 NON CURRENT INVESMENTS

(Amount in Rs.)

PARTICULARS	As at 30th June, 2015	As at 30th June, 2014
Investment in Real Estates	43,06,26,380	43,06,26,380
Unquoted Investments in fully paidup shares	8,68,46,476	9,22,46,476
<b>TOTAL</b>	<b>51,74,72,856</b>	<b>52,28,72,856</b>

### NOTE 9 TRADE RECEIVABLE

(Amount in Rs.)

PARTICULARS	As at 30th June, 2015	As at 30th June, 2014
Sundry Debtors (Unsecured considered good)		
Exceeding six months	1,08,66,238	6,665,652
Less than six months	—	21,556.178
<b>Total</b>	<b>1,08,66,238</b>	<b>28,221,830</b>

### NOTE 10 CASH & CASH EQUIVALENTS

(Amount in Rs.)

PARTICULARS	As at 30th June, 2015	As at 30th June, 2014
Cash and Bank Balances:		
Cash & Bank Balances	27,50,226	22,88,652
<b>Total</b>	<b>27,50,226</b>	<b>22,88,652</b>

#### Note 10.1

a) Cash in hand	21,228	21,989
b) Bank balances with scheduled bank	27,28,998	22,66,663

### NOTE 11 SHORT TERM LOANS & ADVANCES

(Amount in Rs.)

PARTICULARS	As at 30th June, 2015	As at 30th June, 2014
Loans & Advances (Recoverable in cash or in kind for which Value to be received)	4,8,283,471	5,75,46,714
Unsecured goods		
<b>Total</b>	<b>4,82,83,471</b>	<b>5,75,46,714</b>

## ADHBHUT INFRASTRUCTURE LIMITED

### NOTE 12 INCOME FROM OPERATIONS

(Amount in Rs.)

PARTICULARS	For the Year Ended 30th June, 2015	For the Year Ended 30th June, 2014
Rental Income	1,15,23,275	1,02,75,495
<b>TOTAL</b>	<b>1,15,23,275</b>	<b>1,02,75,495</b>

**Note 12.1:** Revenue is recognised on accrual basis

### NOTE 13 EMPLOYEE BENEFIT EXPENSES

(Amount in Rs.)

PARTICULARS	For the Year Ended 30th June, 2015	For the Year Ended 30th June, 2014
Personnel Expenses	3,79,993	23,52,126
Staff Welfare Expenses	5,733	2,07,548
<b>TOTAL</b>	<b>3,85,726</b>	<b>25,59,674</b>

### NOTE 14 ADMINISTRATION & OTHER EXPENDITURE

(Amount in Rs.)

PARTICULARS	For the Year Ended 30th June, 2015	For the Year Ended 30th June, 2014
Advertisement Expenses	97,928	67,102
Listing Fee	2,50,800	—
Auditors Remuneration	86,798	61,798
Bank Charges	1,000	3,667
Legal & Professional Expenses	10,112	6,79,178
Misc. & Other Expenses	25,000	25,070
Office Repair & Maintenance	—	24,61,417
Printing & Stationery	1,00,648	52,068
Rate, Fee & Taxes	38,534	1,70,807
Travelling & Conveyance Expenses	1,320	1,82,458
<b>TOTAL</b>	<b>6,12,140</b>	<b>37,03,565</b>

#### **Note 14.1 Auditors Remuneration**

Audit Fee	61,798	61,798
Internal Audit Fee	25,000	—

This Page has been Intentionally left Blank

## ADHBHUT INFRASTRUCTURE LIMITED

Registered Office: 910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001

Tel. : +91-11-23752586-90 E-mail: adhbhut.ind@rediffmail.com

Web : www.adhbhutinfra.com CIN No. : L51503DL1985PLC020195

### ATTENDANCE SLIP

Name of the Shareholder/Proxy\*

DP ID\*\*

Folio No.

Client ID\*\*

No. of Shares held

I/We hereby record my/our presence at the Thirtieth Annual General Meeting of the Company held at ,910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001 on Wednesday, the 30<sup>th</sup> day of December, 2015 at 10.00 a.m.

SIGNATURE OF THE SHAREHOLDER/PROXY\*

\* Strike out whichever is not applicable.

\*\*Applicable for investors holding shares in electronic form.

Note: Please handover the slip at the entrance of the Meeting venue.

## ADHBHUT INFRASTRUCTURE LIMITED

Registered Office: 910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001

Tel. : +91-11-23752586-90 E-mail: adhbhut.ind@rediffmail.com

Web : www.adhbhutinfra.com CIN No. : L51503DL1985PLC020195

### PROXY FORM-MGT-11

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

CIN: L51503DL1985PLC020195

Name of the Company: ADHBHUT INFRASTRUCTURE LIMITED

Registered Office: 910, Ansal Bhawan, 16, K.G. Marg, New Delhi-110001

Name of the member(s):

Registered address:

E-mail Id:

Folio No/Client Id:

DP ID:

Registered address: \_\_\_\_\_

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: \_\_\_\_\_, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on, 30<sup>th</sup> day of December, 2015 at 10.00 a.m. at the Registered Office of the Company and at any adjournment thereof, in respect of such resolution set out in the Notice convening the meeting, as are indicated below:

Resolution No. 1: Adoption of Annual Audited Financial Statement, Report of Auditor's and Directors' for the financial year ended 30<sup>th</sup> June, 2015

Resolution No. 2: Re-appointment of Mr. Amman Kumar (DIN: 03456445), who retires by rotation

Resolution No. 3: Re-appointment of M/s B. Lugani & Associates as Statutory Auditors of the Company and fixation of their remuneration

Resolution No. 4: Appointment of Ms. Ankita Wadhawan as Independent Director of the Company

Resolution No. 5: Alteration of Memorandum of Association of the Company

Resolution No. 6: Alteration of Articles of Association of the Company

Signed this .....day of ....., 2015

Signature of Shareholder

Signature of Proxy Holder (s)

Affix  
Revenue  
Stamp

**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.**



**BOOK-POST**

.....

*If undelivered please return to :*

**ADHBHUT INFRASTRUCTURE LIMITED**

910, Ansal Bhawan, 16, K.G. Marg,  
New Delhi-110001 INDIA