

**Form No.MGT-9**

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 30TH JUNE, 2015

*[Pursuant to Section92 (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—————

## ADHBHUT INFRASTRUCTURE LIMITED

### 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) FIs	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>	1416774	0	1416774	12.88	1416778	0	1416778	12.88	0
b) Individuals									

## 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			% change in share holding during 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				
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>				

**The Company does not have any debt between  
01.07.2014 – 30.06.2015**

## 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> – Fee for attending board / committee meetings – Commission – Others, please specify	-----NIL-----	
	<b>Total (1)</b>		
2.	<b>Other Non-Executive Directors</b> – Fee for attending board committee meetings – Commission – Others, please specify		
	<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/WTD

Sl. No	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961(c) (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	<b>Not Applicable</b>	-----NIL-----	-----NIL-----	-----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.

**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:

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

<b>Executive Director(s)</b>	<b>Ratio to Median Remuneration</b>
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:

<b>Directors, Chief Financial Officer and Company Secretary</b>	<b>% Increase in Remuneration in the Financial Year</b>
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

<b>Aggregate remuneration of Key Managerial Personnel (KMP) in FY15</b>	<b>(in Lacs)</b>
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.

## ADHBHUT INFRASTRUCTURE LIMITED

### 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**

Executive Director	Salary* (Rs. in Lacs)	Commission	Total (Rs. in Lacs)
Mr. Anubhav Dham	-	-	-

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

**Non Executive Directors**

(Amount in Rs.)

S. No.	Name of directors	Commission	Sitting fees
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