

ADHBHUT INFRASTRUCTURE LIMITED

Registered Office : 910, Ansal Bhawan, 16 K. G. Marg, Delhi-110 001
Tel. : +91-11-23752586, E-mail : info@adhbhutinfra.com
Web. : www.adhbhutinfra.com
CIN : L51503DL1985PLC020195

PROCEEDINGS OF THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY

The Thirtieth Annual General Meeting (AGM) of the Company was held on Wednesday, the 30th Day of December, 2015 at the registered office of the Company at 910, Ansal Bhawan, 16, K.G. Marg, New Delhi- 110001 at 10:00 A.M.

The meeting was attended by the following:-

Mr. Amman Kumar, Director
Mr. Vinod Kumar Uppal, Director
Mr. Sachin Khurana - Scrutinizer

Members personally present.....11
Members present by proxy.....3

Members voted at the AGM.....8
Members voted through remote e-voting.....6

1. Mr. Amman Kumar, was voted to chair the meeting.
2. The Chairman then ascertained the Quorum of the meeting. After ascertaining the requisite Quorum, he called the meeting in order.
3. The Notice Convening the Annual General Meeting together with Directors' Report was taken as read with the consent of the members. The Chairman informed that there were no qualifications, reservations or adverse remarks in the Auditor's Report.
4. The Statutory Registers, Proxy Register and inspection documents were available during the meeting for inspection of the Members.
5. The Chairman then informed that as per the applicable provisions of the Companies Act, 2013 and Rules framed thereunder, the Company had provided remote e-voting facility to the members entitled to cast their vote on the agenda items from December 27, 2015 (9:00 a.m.) to December 29, 2015 (5:00 p.m.). The Chairman drew the attention of the members regarding the resolutions on which voting is to be held and informed that members who were present at the meeting but have not cast their votes by availing the remote e-voting facility, can exercise their vote by use of Ballot Paper, which were distributed to the members present at the meeting.
6. Mr. Sachin Khurana, the Scrutinizer, thereafter conducted the Ballot Paper voting process. The details of voting (Ballot Paper and remote e-voting) for the agenda items as submitted by the Scrutinizer's Report has been summarized as under:

ORDINARY BUSINESS

RESOLUTION NO. 1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended June 30, 2015 and the Reports of the Board of Directors and the Auditors thereon. (Ordinary Resolution)

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	11	6	17	8238285	165004	8403289	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	11	6	17	8238285	165004	8403289	100%

Accordingly, the resolution no. 1 was passed with requisite majority.

RESOLUTION NO. 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. (Ordinary Resolution)

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	11	6	17	8238285	165004	8403289	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	11	6	17	8238285	165004	8403289	100%

Accordingly, the resolution no. 2 was passed with requisite majority.

RESOLUTION NO. 3: To re-appoint M/s B. Lugani & Associates, Chartered Accountants as Statutory Auditors of the Company. (Ordinary Resolution)

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	11	6	17	8238285	165004	8403289	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	11	6	17	8238285	165004	8403289	100%

Accordingly, the resolution no. 3 was passed with requisite majority.

SPECIAL BUSINESS

RESOLUTION NO. 4: To appoint Ms. Ankita Wadhawan as an Independent Director of the Company. (Ordinary Resolution)

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	11	6	17	8238285	165004	8403289	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	11	6	17	8238285	165004	8403289	100%

Accordingly, the resolution no. 4 was passed with requisite majority.

RESOLUTION NO. 5: To alter the Memorandum of Association of the Company. (Special Resolution)

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	11	6	17	8238285	165004	8403289	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	11	6	17	8238285	165004	8403289	100%

Accordingly, the resolution no. 5 was passed with requisite majority.

RESOLUTION NO. 6: To alter the Articles of Association of the Company. (Special Resolution)

Particulars	Number of Members Voted			Number of Valid Votes contained in			Percentage
	Polling Papers	E-Votes	Total	Polling Papers	E-Votes	Total	
Assent	11	6	17	8238285	165004	8403289	100%
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
TOTAL	11	6	17	8238285	165004	8403289	100%

Accordingly, the resolution no. 6 was passed with requisite majority.

There being no other business to transact, the meeting concluded with a vote of thanks to the Chair.

For ADHBHUT INFRASTRUCTURE LIMITED


Company Secretary

S. Khurana & Associates

Company Secretaries

Email: sachinkhuranacs@gmail.com

(M): 9540407575, 9711970159

SCRUTINIZER'S REPORT

To,
The Chairman,
ADHBHUT INFRASTRUCTURE LIMITED,
910, Ansal Bhawan, 16, K.G. Marg,
New Delhi- 110001

Subject: Scrutinizer's Report on voting at AGM (remote e-voting and poll) pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014

Dear Sir,

I, **Sachin Khurana**, Company Secretary in Whole time Practice, was appointed as a Scrutinizer by the Board of Directors of M/s Adhbhut Infrastructure Limited at its meeting held on August 24, 2015, for the purpose of:

- i) Scutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("Rules") and
 - ii) Poll through ballot papers under the provisions of Section 109 of the Act read with Rule 21 of the Rules, on the resolutions contained in the notice of the Annual General Meeting (AGM) of the shareholders of the Company held on December 26, 2015 at the Registered Office of the Company.
1. The Company had appointed National Securities Depository Limited (NSDL) to provide the facility of remote e-voting with respect to voting by electronic means for the AGM.
 2. As per the said rules, the Company had mentioned in the Notice that the remote e-voting period will commence on Sunday, December 27, 2015 (9:00 a.m.) and will end on Tuesday, December 29, 2015 (5:00 p.m.).
 3. The shareholders holding shares as on "cut off" date i.e. December 23, 2015 were entitled to vote on the proposed resolutions.
 4. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in our presence.
 5. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.



Regd. Office: 138, Kakrola Housing Complex, Kakrola, Delhi - 110078

6. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were duly unblocked and downloaded from the website of NSDL i.e. <https://www.evoting.nsdl.com/>.

Summary of the votes is given below:-

RESOLUTION NO.1: To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended June 30, 2015 and the Reports of the Board of Directors and the Auditors thereon; and

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	6	165004	1.96
Poll	11	8238285	98.04
TOTAL	17	8403289	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.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.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	6	165004	1.96
Poll	11	8238285	98.04
TOTAL	17	8403289	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.3: To re-appoint M/s B. Lugani & Associates, Chartered Accountants as Statutory Auditors of the Company.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	6	165004	1.96
Poll	11	8238285	98.04
TOTAL	17	8403289	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.4: To appoint Ms. Ankita Wadhawan as an Independent Director of the Company.

(i) Votes in **favour** of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	6	165004	1.96
Poll	11	8238285	98.04
TOTAL	17	8403289	100

(ii) Votes **against** the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.5: To alter the Memorandum of Association of the Company.

(i) Votes in favour of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	6	165004	1.96
Poll	11	8238285	98.04
TOTAL	17	8403289	100

(ii) Votes against the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

(iii) Invalid Votes:

Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

RESOLUTION NO.6 To alter the Articles of Association of the Company.

(i) Votes in favour of the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	6	165004	1.96
Poll	11	8238285	98.04
TOTAL	17	8403289	100

(ii) Votes against the resolution:

Particulars	No. of Members voted	No. of votes cast by them	% of total no. of valid votes cast
E-Voting	Nil	Nil	Nil
Poll	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



(iii) Invalid Votes:	
Total no. of members whose votes were declared invalid	Total no. of votes cast by them
Nil	Nil

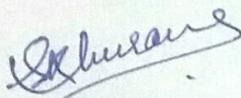
All the aforesaid resolutions were passed with requisite majority.

The register, all other papers and relevant records relating to Electronic voting & Poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

Thanking you

Yours faithfully,

**For S. Khurana & Associates
Company Secretaries**



**Sachin Khurana
Proprietor**

Membership No.: A35297

Place: New Delhi

Dated: December 30, 2015

