

ADHBHUT INFRASTRUCTURE LIMITED



Registered Office:

D-15, Pamposh Enclave, Greater Kailash-I, New Delhi-110048

Tel.: +91-11-45210051, E-mail : adhbhut.ind@rediffmail.com

CIN : L51503DL1985PLC020195

Ref: AIL/BSE/2019-20

September 2, 2019

The Manager
Corporate Relationship Department
BSE Limited,
Phiroze Jee Jee Bhoy Towers,
Dalal Street, Mumbai – 400001

Security Code: 539189

Subject: Intimation of Date of 34th Annual General Meeting, Book Closure and Cut-off date for E-voting

Dear Sir/Madam,

We wish to inform you that the 34th Annual General Meeting of the Company will be held on **Thursday, 26th day of September, 2019 at 3:30 P.M. at Mapple Emerald, NH-8, Rajokri, New Delhi 110038.**

Pursuant to Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 21st September, 2019 to Thursday, the 26th September, 2019 (both days inclusive) for taking record of Members of the Company for the purpose of 34th Annual General Meeting.

Pursuant to the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended from time to time) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has fixed Thursday, the 19th September, 2019 as Cut-Off date to determine the entitlement of Members to participate in voting process with respect to business to be transacted at the 34th Annual General Meeting of the Company. The Company would be availing e-voting services of Central Depository Services (India) Limited (CDSL).

BSE Script Code	Type of Security	Book Closure Date (both days inclusive)		Record Date for E-voting	Purpose
		From	To		
539189	Equity	21-09-2019	26-09-2019	19-09-2019	34 th Annual General Meeting

Please take the above on record and inform the members accordingly.

Thanking You,

Yours faithfully

For Adhbhut Infrastructure Limited

Authorised Signatory



NOTICE

NOTICE IS HEREBY GIVEN THAT THE 34TH ANNUAL GENERAL MEETING OF ADHBHUT INFRASTRUCTURE LIMITED WILL BE HELD ON THURSDAY 26TH SEPTEMBER, 2019 AT 03:30 P.M. AT THE MAPPLE EMERALD, NH 8, RAJOKRI, NEW DELHI- 110038 TO TRANSACT THE FOLLOWING BUSINESSES: -

ORDINARY BUSINESS:-

Item No. 01: To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2019, together with the reports of the Board of Directors and Auditors thereon.

Item No. 02: To appoint a Director in place of Mr. Anubhav Dham (DIN:02656812), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 03: To Re-appointment of Mr. Anubhav Dham as Whole-time Director:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), and the rules framed thereunder read with Schedule V of the Companies Act, 2013 and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or re-enactments thereof for the time being in force, the approval of the members be and is hereby accorded to the re-appointment of Mr. Anubhav Dham (DIN:02656812) as Whole-time Director of the Company for a further period of five years from April 24, 2019 upto April 23, 2024 on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this meeting and whose office shall be liable to retire by rotation.

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

Item No. 04: To Regularization of Mr. Amman Kumar (DIN: 03456445) as Non Executive Director:

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Amman Kumar (DIN: 03456445), who was appointed as an Additional Director of the Company by the Board of Directors as per Section 161(1) of the Companies Act, 2013 and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Non Executive Director of the Company, whose office is liable to retire by rotation.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such 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**

**Date: August 31, 2019
Place: New Delhi**

**Sd/-
Saurabh Khanijo
DIN: 00956046
(Chairman)**

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself, and that a proxy need not be a member of the company. A proxy can vote on behalf of the member only on a poll but shall not have the right to speak at the meeting (Section 105 of Companies Act, 2013) and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith
2. The instrument appointing the proxy, in order to be effective, must be deposited, duly completed and signed, at the registered office of the company not less than (48) Forty-Eight Hours before the commencement of the AGM. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the board resolution/power of attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
4. In order to enable us to register your attendance at the venue of the Annual General Meeting, we hereby request members/ proxies/ authorized representative that they should bring the duly filled attendance slip enclosed herewith, to attend the meeting and to quote their Folios/Client ID & DP Nos. in all correspondence. Members are requested to bring their copies of Notice to the Meeting as the same will not be redistributed at the venue of Annual General Meeting.
5. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of their names as mentioned in the register of members will be entitled to vote.
7. The Register of Members and Share Transfer Books of the Company shall remain closed during the book closure period i.e. **from September 21, 2019 to September 26, 2019 (both days inclusive)**.
8. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on **September 19, 2019, being the cut-off date**. Members are eligible to cast vote electronically only if they are holding shares as on that date.
9. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their Depository Participant only and not to the Company's Registrars and Transfer Agents, M/s. Beetal Financial & Computer Services Private Limited.
10. Changes intimated to the Depository Participant will then be automatically reflected in the Company's records which will help the Company and M/s. Beetal Financial & Computer Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Beetal Financial & Computer Services Private Limited.

11. **Members holding shares in physical form are advised to submit Permanent Account Number and particulars of their bank account, viz. name and address of the branch of the bank, MICR code of the branch, type of account and account number to our Registrar and Share Transfer Agent, M/s. Beetal Financial & Computer Services Private Limited.**
12. **Pursuant to Section 72 of Companies Act, 2013, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/their unfortunate death. Member(s) holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's RTA. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.**
13. **With the aim of curbing fraud and manipulation risk in physical transfer of securities, SEBI vide its notification dated 8 June 2018, amended the SEBI Listing Regulations and mandated that the transfer of securities would be carried out in dematerialised form only effective 1 April 2019. Accordingly, requests for effecting transfer of physical securities would not be processed unless the securities are held in the dematerialised form with any depository participant with effect from 1 April 2019. Therefore, the Registrar and Share Transfer Agent and the Company will not accept any request for the transfer of shares in physical form from 1 April 2019. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a demat account or alternatively, contact the office of the RTA to guide shareholders in the demat procedure.**
14. **In accordance with the Companies Act, 2013 read with the Rules and in support of the 'Green Initiative in Corporate Governance' the notice of the meeting along with explanatory statement is sent by electronic mode to those members whose shareholding is in dematerialised format and whose email ids are registered with the Depository for communication purposes. The members holding shares in physical form and who have not registered their email ID are requested to register their email ID addresses with M/s Beetal Financial & Computer Services Private Limited, the Company's Registrars and Share Transfer Agents. We urge members to support our commitment to environment protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants.**
15. **The Company has appointed M/s S. Khurana & Associates, Practicing Company Secretary (Membership Number- 10098) to act as the Scrutinizer for conducting the e-voting process/ ballot process in a fair and transparent manner.**
16. **During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days notice in writing is given to the Company.**
17. **Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. The details of the Directors seeking re-appointment at the Annual General Meeting are provided in Annexure A of this Notice. The Company has received the necessary consents/declarations for the Appointment/re-appointment under the Companies Act, 2013 and the rules thereunder.**
18. **The Route Map to the AGM Venue is provided as a part of this Notice as required under Secretarial Standards.**

19. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to certain ordinary business and the special business to be transacted at the Annual General Meeting is annexed hereto. All documents referred to in the accompanying notice and the explanatory statement shall be open for inspection at the Registered Office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting.
20. The Notice along with Attendance Slip and Proxy Form of the Annual General Meeting is also uploaded on the website of the Company (www.adhbhutinfra.com). The Notice of Annual General Meeting is being sent to all the members whose names appear in the Register of Members as on **August 23, 2019**.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Member(s) holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company /RTA for registration of transfer of securities.
22. In case of any queries, members may write to adhbhut.ind@rediffmail.com to receive an email response.
23. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the e-voting period commences on **Monday, September 23, 2019 (9:00 A.M. IST) and ends on Wednesday, September 25, 2019 (5:00 P.M. IST)**. During this period, members holding share either in physical or dematerialized form, as on the cut-off date, i.e. September 20, 2019 may cast their vote electronically. The e-voting module will be disabled by CDSL for voting thereafter. A member will not be allowed to vote again on any resolution for which the vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e **September 19, 2019**. E-voting rights cannot be exercised by a proxy, though corporate and institutional shareholders shall be entitled to vote through their authorized representatives with proof of their authorization.
24. **Voting through electronic means (e-voting):** Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided a facility to the members to exercise their right to vote electronically through electronic voting (e-voting) service facility provided/made available by the Central Depository Services (India) Limited (CDSL). The facility for voting through ballot paper will also be made available at the venue of the Annual General Meeting (AGM) and the members who have not already cast their votes by remote e-voting shall be able to exercise their right to vote at the said AGM. Members who have cast their votes by remote evoting prior to the AGM may attend the AGM but shall not be allowed to vote again. The instructions for e-voting are annexed to the Notice. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote. Since the resolutions set out in this Notice are being conducted through e-voting, the said resolutions will not be decided on show of hands at the AGM in terms of Section 107 of the Companies Act, 2013.

THE INSTRUCTIONS FOR SHAREHOLDERS VOTING ELECTRONICALLY ARE AS UNDER:

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44

of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The voting period begins on **Monday, September 23, 2019 (9:00 A.M. IST) and ends on Wednesday, September 25, 2019 (5:00 P.M. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **September 19, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date and time mentioned above.

1. The e-voting facility will be available at the link www.evotingindia.com during the voting period.

2. The Procedure and instructions of e-voting are as follows:-

A. In case of Members receiving e-mail (for members whose email address are registered with the Company/Registrars

- i) The Shareholders should log on the e-voting website www.evotingindia.com
- ii) Click on Shareholders/Members.
- iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv) Next enter the Image Verification as displayed and Click on Login.
- v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.

Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v)
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- vii) After entering these details appropriately, click on “SUBMIT” tab.
- viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the EVSN of **Adhbhut Infrastructure Limited** on which you choose to vote.
- xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii) Note for Non – Individual Shareholders and Custodians:-
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or call 1800225533.
- xix) All grievances connected with the facility for voting by electronic means may be addressed to **Central Depository Services (India) Limited**, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (E), Mumbai – 400013., or send an email to helpdesk.evoting@cdslindia.com or call **1800225533**.
- xx) The Results of e-voting shall be declared on the date of the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.adhbhutinfra.com and on the website of CDSL e-Voting within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed.

**EXPLANATORY STATEMENT
(Pursuant to Section 102(1) of the Companies Act, 2013)**

As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statements sets out all material facts relating to the business mentioned in the accompanying Notice:

ITEM NO. 3

Mr. Anubhav Dham (DIN - 02656812), aged 32 years, is Bechalor of Engineeering & MBA by qualification and has rich experience in the field of International and Domestic experience in Finance, projects and Operations.

The Remuneration Committee as constituted by the Board and the Board of Directors have duly considered and recommended the terms, conditions of appointment and remuneration payable to Mr. Anubhav Dham, The appointment of Mr. Anubhav Dham as Whole Time Director and the remuneration payable to him is subject to approval of shareholders.

The main terms and conditions of re-appointment of Mr. Anubhav Dham, Whole-time Directors are furnished below:

(a) Term of appointment: - Five years (24-04-2019 to 23-04-2024)

(b) Nature of Duties:

Mr. Anubhav Dham, Whole Time Director, shall devote sufficient time and attention towards the business of the Company. He shall have full control and executive responsibility for the general conduct and management of business and affairs of the Company. He shall exercise all such powers as may be granted and entrusted to or required by him for the proper discharge of his duties.

(c) Remuneration:

Mr. Anubhav Dham, shall be entitled to following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limit laid down in Section 197 and Schedule V of the Companies Act, 2013.

(d) Salary:

Salary not exceeding Rs. 5,00,000/- per month to be fixed by the Board of Directors from time to time.

(e) Perquisites:

Mr. Anubhav Dham, shall be entitled to following perquisites and allowances:

Category – A

Rent Free Furnished Accommodations or house rent allowance of 60% of salary in lieu thereof;

- Medical reimbursement and medical insurance for the said employee and his family in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the said employee
- Club Fee (Subject to a Maximum of 3 Clubs and not including admission and life membership fee) ;
- Insurance and any other general allowance and perquisites in accordance with the rules of the Company or as may be agreed to by the Board of Directors and the said employee ;
- For the above purpose “family” means the spouse and dependent children of the managerial person ;

Category –B

- Contribution to Provident Fund to the extent these singly or put together are not taxable under the Income Tax Act, 1961;
- Gratuity payable at a rate not exceeding half month's salary for each completed year of service;
- Encashment of leave at the end of the tenure.

Category – C

The Company shall provide and make available to the said employee a car of such horse power, as may from time to time be determined by the Company, along with driver, and shall bear all garage rent, repairs, maintenance, running and other costs and charges whatsoever, in connection with the use of such car by the said employee.

- The Company shall provide the said employee with a telephone facility at his residence.
- Provision of a car for use on Company's business and telephone at residence will not be considered perquisites
- The amount of the aforesaid perquisites and allowances will be restricted to an amount equal to the annual salary of the said employee.

(f) Where in any financial year the Company has no profit or profits are inadequate, the remuneration payable will be in accordance with the provisions of Part II; Section II of Schedule V to the Companies Act, 2013, as may be amended from time to time.

(g) In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion,

(h) Other Terms: He shall be entitled to reimbursement of all actual entertainment and travelling expenses incurred in the course of the company's business. The appointment may be terminated by Mr. Anubhav Dham or the Company by giving not less than three months prior notice in writing.

Mr. Anubhav Dham is deemed to be concerned or interested in the resolution as it pertains to his appointment and the remuneration payable to him. Save and except Mr. Anubhav Dham, none of the other Director(s) of the Company, Key Managerial Personnel or any relative thereof is in any way, concerned or interested in the aforesaid resolution.

Therefore, your Directors recommend the Resolution as set out in Item No. 3 of the Notice for your approval.

ITEM NO. 4

Mr. Amman Kumar (DIN - 03456445), aged 40 years, is MBA by qualification and has more than 17 years rich experience in the field of Technology, Banking Consultancy and Manufacturing Sector.

The Board of Directors of the Company in its meeting held on August 31, 2019 has appointed Mr. Amman Kumar (DIN -03456445) pursuant to the provision of Section 161(1) of the Companies Act, 2013 and rules made there under.

In terms of Section 161(1) of the Companies Act, 2013, Mr. Amman Kumar would hold office up to this Annual Gneral Meeting keeping in view their vast experience and knowledge, it will be interest of the Company that Mr.

ADHBHUT INFRASTRUCTURE LIMITED

Amman Kumar be appointed as a directors, brief resume of Mr. Amman Kumar is being attached with notice forming part of this Annual General Meeting.

The Company has received a notice in writing from members under section 160 of the Act proposing of his candidature for the office of the director of the Company, Mr. Amman Kumar is not disqualified from being appointed as a director in terms of section 164 of the Act and have given their consent to act as a director.

Mr. Amman Kumar is deemed to be concerned or interested in the resolution as it pertains to his appointment and the remuneration payable to him. Save and except Mr. Amman Kumar, none of the other Director(s) of the Company, Key Managerial Personnel or any relative thereof is in any way, concerned or interested in the aforesaid resolution.

Therefore, your Directors recommend the Resolution as set out in Item No. 4 of the Notice for your approval.

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

**Date: August 31, 2019
Place: New Delhi**

**Sd/-
Saurabh Khanijo
DIN: 00956046
(Chairman)**

ANNEXURE-A (NOTICE)

REQUISITE INFORMATION IN RESPECT OF DIRECTOR SEEKING RE-APPOINTMENT IN THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE OF REGULATION 36(3) OF SEBI (LODR) REGULATIONS, 2015:

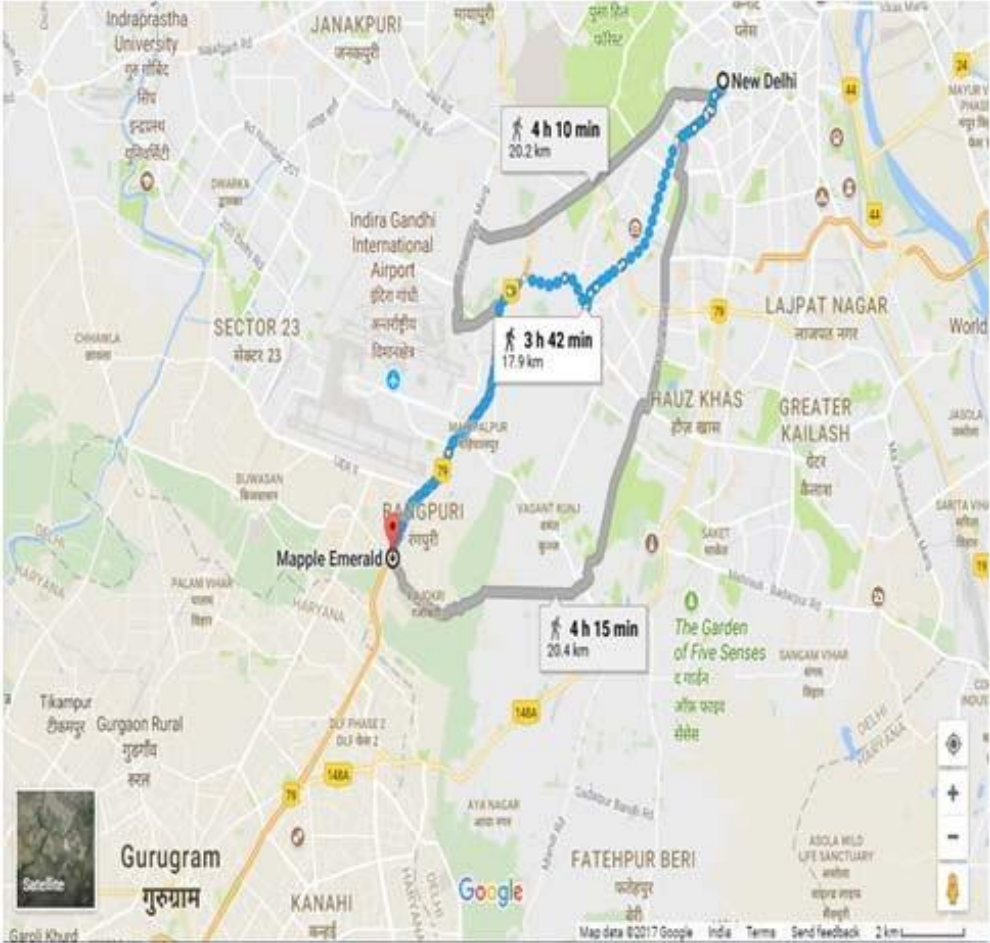
Name of Director	Mr. Anubhav Dham (DIN: 02656812)	Mr. Amman Kumar (DIN: 03456445)
Date of Birth	17/10/1986	22/06/1979
Age	32 years	40 Years
Qualification	Bachelor of Engineering & MBA	MBA
Date of Appointment/ re-appointment	29/03/2014	31/08/2019
No of Directorship in Listed entities including this listed entity	ONE	ONE
Relationship with other Directors, Managers and KMPs	No inter-se relationship	No inter-se relationship
Terms and Conditions of Appointment/ Re-appointment along with details of Remuneration sought to be paid	As per the Nomination and Remuneration Policy of the Company	As per the Nomination and Remuneration Policy of the Company
Shareholding in the Company	2349930 Equity Shares	N.A.
Relationship with other Directors, Managers and KMPs	No inter-se relationship	No inter-se relationship

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

**Date: August 31, 2019
Place: New Delhi**

**Sd/-
Saurabh Khanijo
DIN: 00956046
(Chairman)**

**Route Map to the Venue of 34th AGM of Adhbhut Infrastructure Limited
At the Mapple Emerald, NH 8, Rajokri, New Delhi-110038**



ADHBHUT INFRASTRUCTURE LIMITED

Registered Office: D-15, Pamposh Enclave, Greater Kailash-1 New Delhi i-110048

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

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

ATTENDANCE SLIP**(to be handed over at the Registration Counter)**

Folio No.	
No. of Shares:	

DP ID -	
Client ID No.:	

I/We hereby record my/our presence at the Thirty Four Annual General Meeting of the Company held at **Mapple Emerald, NH-8, Rajokri, New Delhi- 110038 on Thursday, the 26th day of September, 2019 at 3:30 P.M.**

1. Name(s) of the Member: 1. Mr./Ms. _____
and JointHolder (s) 2. Mr./Ms. _____
(in blockletters) 3. Mr./Ms. _____

2. Address :
- _____
- _____

3. Father's/Husband's Name (of the Member): Mr.
- _____

4. Name of Proxy: Mr./Ms.
- _____

1.
2.
3.

Signature of the Proxy

Signature(s) of Member and Joint Holder(s)

Notes:

- Please complete the Attendance slip and hand it over at the Registration Counter at the venue.**
- **** Applicable for Investors holding Shares in electronic form.**

ADHBHUT INFRASTRUCTURE LIMITED

Registered Office: D-15, Pamposh Enclave, Greater Kailash-1 New Delhi i-110048

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

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

FORM NO. MGT-11

PROXY FORM

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

CIN:	L51503DL1985PLC020195
Name of the company	ADHBHUT INFRASTRUCTURE LIMITED
Registered Office:	D-15, Pamposh Enclave, Greater Kailash-1 New Delhi - 110048

Name of the member(s)		E-mail id	
Registered address		Member's Folio No/DP-ID-Client Id	

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

1. Name: _____ EmailId: _____

Address: _____

Signature: _____ or failing him/her

2. Name: _____ EmailId: _____

Address: _____

Signature: _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting (AGM) of the Company, to be held on Thursday, 26th day of September, 2019 at 3:30 P.M. at Mapple Emerald, NH-8, Rajokri, New Delhi- 110038 and at any adjournment thereof in respect of such resolutions as are indicated below:

R es o. N o.	Resolutions	Vote (optional, see the note)	
		For	Against
Ordinary Business			
1.	Adoption of Annual Audited Financial Statements, Report of Auditor's and Director's for the Financial Year ended on March 31, 2019		

2.	To appoint a Director in place of Mr. Anubhav Dham(DIN: 02656812), who retires by rotation at this Annual General Meeting, and being eligible, offers himself for re-appointment :		
3.	To Re-appointment of Mr. Anubhav Dham as Whole-time Director in this Regard Pass the resolution as an Ordinary Resolution :		
4.	To regularization of Mr. Amman Kumar (DIN: 03456445) as Non Executive Director in this Regard Pass the resolution as an Ordinary Resolution :		

Signed this _____ day of _____ of 2019.

Signature of the Shareholder: _____

Signature of the Proxy holder(s) _____

Affix Revenue Stamp of Rs. 1/-

Note:

1. 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.
2. It is optional to indicate your preference. If you leave the For or Against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.