

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the members of **ADHBHUT INFRASTRUCTURE LIMITED** will be held on Wednesday, 30th 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 30th 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 30th 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.”

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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, 24th December, 2015 to Wednesday, 30th 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”, 3rd 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.

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- (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 with a copy marked to 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 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 or 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 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

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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 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:

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

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



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