

SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 (hereinafter "the Act") read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (hereinafter "the Rules") and pursuant to Ministry of Corporate Affairs General circular Nos. 14/2020, 17/2020 and 20/2020 issued on April 08, 2020, April 13, 2020 and May 05, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 02/2021 dated January 13, 2021, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 21/2021 dated December 14, 2021 and 02/2022 dated May 05, 2022 respectively (hereinafter "MCA Circulars") & Securities Exchange Board of India circular number SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued on May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (hereinafter "SEBI Circular") respectively and Secretarial Standard – 2 issued by the Institute of Company Secretaries of India]

**To,
The Chairman,**

39th Annual General Meeting (hereinafter "AGM") of the Equity Shareholders of Adhbhut Infrastructure Limited (hereinafter "the Company") held on Monday, 30th day of September, 2024 at 11:00 A.M at the registered office of the Company situated at Begumpur Khatola, Khandsa, Near Krishna Maruti, Basai Road, Gurugram – 122001, Haryana

Sub: Consolidated Scrutinizer's Report on Voting through electronic means, from a place other than the venue of meeting (hereinafter "Remote E-voting") conducted pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "Listing Regulations, 2015") as amended from time to time and MCA Circulars and SEBI Circular and Voting through ballot (hereinafter "Venue Voting") at the AGM of the Members of the Company.

Dear Sir,

We, AASK & Associates LLP, Company Secretaries, having office situated at B-9, First Floor, Back Side, Nishant Park, Kakrola, Dwarka More, Delhi - 110078 have been appointed as Scrutinizer by the Board of Directors of the Company to scrutinize the process of Remote E-voting and Voting at AGM through ballot

AASK & ASSOCIATES LLP, Company Secretaries
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papers in respect of the items/resolutions set forth in the notice of 39th AGM of the Company, dated September 03, 2024 (**hereinafter “the AGM Notice”**) issued in pursuant to MCA Circulars and SEBI Circular.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 (“Act”) read with the Rules made thereunder. As the Scrutinizer, we have to scrutinize:

- (i) Process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling of AGM; and
- (ii) process of voting at the AGM through Ballot Paper(s).

Management's Responsibility

The Compliance with the requirements of (i) the Act and the Rules made thereunder (ii) the MCA Circulars and SEBI Circular and (iii) the Listing Regulations, 2015 relating to e-voting on the resolutions contained in the Notice calling the AGM is the responsibility of the management of the Company. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

Scrutinizer's Responsibility

Our responsibility as a Scrutinizer was to ensure that the e-voting process both through Remote E-voting and Voting at the AGM through ballot papers, is conducted in a fair and transparent manner and to render you a Consolidated Scrutinizer's Report of the total votes cast **“in favor”** or **“against”** on the resolutions, based on the reports generated through Scrutinizer's secured link as provided by **Central Depository Services (India) Limited** (hereinafter **"CDSL"**).

I hereby submit my report as under:

1. In terms of Section 108 of the Act read with Rule 20 of the Rules and the provisions of the Listing Regulations, 2015, as amended, the Company has engaged CDSL, being the authorized agency engaged by the Company to provide Remote E-voting facility, on all resolutions set forth in the AGM Notice.
2. Before sending AGM Notice, the Company was required published advertisement pursuant to the MCA Circulars and SEBI Circular. However, the said advertisement was published in “The Financial Express” (English Newspaper – Delhi Edition) and ‘Jansatta’ (Hindi Newspaper - Delhi Edition) on Friday September 06, 2024 post dispatching of notice and annual report.
3. Thereafter, the Company has sent Notices on Friday September 06, 2024 only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company/Depository Participants pursuant to the

aforementioned MCA Circulars and SEBI Circular and the same were also displayed on the website of the Company.

4. After sending the Notices, the Company published advertisement pursuant to the MCA Circulars and SEBI Circular in English Daily Newspaper ("Financial Express") and Hindi Daily Newspaper ("Jansatta") on September 07, 2024.
5. The members of the Company whose names were recorded in the Register of Members maintained by the depositories (in case of shares held in dematerialized form) as on the cut-off date i.e., Monday, September 23, 2024 were entitled to avail either of the Remote E-voting facility prior to AGM or Voting facility at the AGM through ballot, in respect of resolutions as set out in the AGM Notice.
6. In terms of AGM Notice, e-voting period begins on Friday, September 27, 2024 (9:00 AM IST) and ends on Sunday, September 29, 2024 (5:00 PM IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, September 23, 2024, may cast their vote electronically. At the end of the Remote E-voting period, the Remote E-Voting facility was blocked by CDSL forthwith.
7. At the end of discussion on the resolutions on which voting at AGM was to be held, the Ballot Paper facility was provided to the members who have not casted their vote during Remote E-voting.
8. After the conclusion of voting at AGM, the votes casted by members present at AGM and through facility of e-voting before the AGM was unblocked by me in presence of two witnesses which were not employees of the Company.
9. The consolidated results of Remote E-voting and Venue Voting at the AGM are attached and marked as an **Annexure** hereto.
10. Based on the below results, all the Resolutions (i.e. 2 Ordinary Resolutions and 1 Special Resolutions) pertaining to the items of business set forth in the AGM Notice have been passed with requisite majority as per the provisions of the Act.
11. I will return the registers/results and all other papers relating to Remote E-voting and Venue Voting at the AGM to the Company after the Chairman of the meeting considers, approves and signs the minutes of the AGM of the Company.

ANNEXURE

RESULTS OF REMOTE E-VOTING AND VENUE VOTING AT THE AGM

ORDINARY BUSINESS (RESOLUTION NO. 1 & 2)

Resolution No. 1: (Ordinary Resolution)	TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2024, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON
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Mode of Voting	Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes#
	Nos.	% of Total Valid Votes	Nos.	% of Total Valid Votes	Nos.
Remote E-voting	777767	13.48	01	100	609370
Voting at AGM through Ballot Paper(s)	4993499	86.52	NIL	-	168318
Total	5771266	100	01	100	777688

Resolution No. 2: (Ordinary Resolution)	TO APPOINT A DIRECTOR IN PLACE OF MR. AMMAN KUMAR (DIN: 03456445), WHO RETIRES BY ROTATION IN TERMS OF SECTION 152(6) OF THE COMPANIES ACT, 2013, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.
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Mode of Voting	Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes#
	Nos.	% of Total Valid Votes	Nos.	% of Total Valid Votes	Nos.
Remote E-voting	777767	13.48	01	100	609370
Voting at AGM through Ballot Paper(s)	4993499	86.52	NIL	-	168318
Total	5771266	100	01	100	777688

SPECIAL BUSINESS (RESOLUTION NO. 3)

Resolution No. 3: (Special Resolution)	TO APPOINT MR. MANOJ KUMAR (DIN: 08332775) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR
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Mode of Voting	Valid votes in favor of the Resolution		Valid votes against the Resolution		Invalid votes#
	Nos.	% of Total Valid Votes	Nos.	% of Total Valid Votes	Nos.
Remote E-voting	777767	13.48	01	100	609370
Voting at AGM through Ballot Paper(s)	4993499	86.52	NIL	-	168318
Total	5771266	100	01	100	777688

609370 votes declared invalid on account on shareholder(s) being body corporate are having status as “Strike-off”.

168318 votes declared invalid as the members have already casted their vote(s) during remote e-voting process.

**For AASK & Associates LLP
Company Secretaries
Peer Review No. 3029/2023**

Countersigned by:

**CS Sachin Khurana
Designated Partner
FCS No: 10098, CP No: 13212
UDIN: F010098F001408726
Place: New Delhi | Dated: October 01, 2024**

**Chairman of the AGM of
Adhbhut Infrastructure Limited**